



22 April 2024

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Retail Entitlement offer opens and dispatch of Prospectus to Eligible Retail Shareholders

Tinybeans Group Limited (ASX: TNY) (OTCQB: TNYF) (Tinybeans or the Company) on Monday, 15 April 2024, announced the launch of a fully underwritten (subject to customary conditions) 1-for-1.43 pro rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares (**New Shares**) at A\$0.085 per New Share (**Offer Price**) to raise gross proceeds of approximately A\$5.0 million (equivalent to approximately US\$3.3 million¹). The Entitlement Offer includes 1 new free attaching option (**Attaching Option**) for every 2 New Shares subscribed under the Entitlement Offer.

Each Attaching Option is exercisable at A\$0.095 per option into 1 New Share on or before the date that is 12 months from the date of issue of the Attaching Options. Further, for each Attaching Option exercised, Tinybeans will issue to the exercising optionholder (for nil consideration) 1 new option (**Piggyback Option**). Each Piggyback Option is then exercisable at A\$0.13 per option into 1 New Share on or before the date that is 3 years from the date of issue of the Attaching Options.

The Entitlement Offer consists of an entitlement offer to eligible institutional shareholders (**Institutional Entitlement Offer**), and an entitlement offer to eligible retail shareholders (**Retail Entitlement Offer**).

The Retail Entitlement Offer opens today, Monday, 22 April 2024. The Retail Entitlement Offer is expected to close at 5.00pm on Monday, 13 May 2024 (unless extended).

The Entitlement Offer is being made with a prospectus in accordance with section 713 of the *Corporations Act 2001* (Cth) to be issued to eligible shareholders today, Monday, 22 April 2024 and which is available on the ASX website at www.asx.com.au (**Prospectus**).

The Prospectus for the Retail Entitlement Offer was dispatched to eligible retail shareholders today either by email (if they have elected to receive electronic communications only), online or by post together with a personalised Entitlement and Acceptance Form. A copy of the Prospectus is also accessible at <https://www2.asx.com.au>.

Attached is a sample of a letter that will be made available to Tinybeans shareholders who are eligible to participate, notifying them of the Retail Entitlement Offer and providing access to the Prospectus.

The Prospectus and the Entitlement and Acceptance Form contain important information about the Retail Entitlement Offer, including how eligible shareholders can apply to participate in the Retail Entitlement Offer.

Shareholders can contact the Tinybeans offer information line on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 7.00pm (Sydney time) on Monday to Friday during the offer period for more information.

—ENDS—

This announcement was approved for release by the Tinybeans Board.

¹ Based on a currency conversion on Monday, 8 April 2024 of US\$1.00 to A\$1.52.

For more information, please contact:

Chantale Millard

Chair

E: investors@tinybeans.com

About Tinybeans Group

Tinybeans Group Limited (ASX:TNY, OTCQB:TNYF) Tinybeans is a leading global consumer subscription platform, serving millions of Millennial and Gen Z parents and their families monthly. At its core, Tinybeans is a private photo-sharing app and media platform that connects families and turns moments into memories. Tinybeans has been loved and trusted by parents and families around the world since its founding in Australia in 2012, and is an ongoing resource for parents due to its insightful, relatable and credible content written by a team of dedicated parents and experts. Tinybeans enjoys over 150,000 5 star reviews in the Apple App and Google Play stores, and has users in almost every country in the world.

Important Notices

Forward looking statements

This document 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 document 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 document. The forward-looking statements are based on information available to Tinybeans as at the date of this document. 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 document has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This document 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 document 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 document 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 Bell Potter Securities Limited (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 document and nor do they make any recommendation as to whether any potential investor should participate in the Entitlement Offer. There is no statement in this document 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 document, and make no representation or warranty (whether express or implied) regarding any part of this document, including as to the fairness, currency, accuracy, timeliness, reliability or completeness of any information in this document (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 Entitlement Offer. 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 Entitlement Offer or otherwise, and by accessing this document each recipient expressly disclaims any such fiduciary relationship and agrees that it is responsible for making its own independent judgements with respect to the Entitlement Offer and any other transaction or other matter arising in connection with this document.

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 Entitlement Offer. 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 Entitlement Offer is 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 Entitlement Offer 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).



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22 April 2024

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Dear Shareholder,

NOTIFICATION TO ELIGIBLE RETAIL SHAREHOLDERS

On Monday, 15 April 2024, Tinybeans Group Limited ("**Tinybeans**" or "**Company**") announced the launch of a fully underwritten¹ 1-for-1.43 pro rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares (**New Shares**) at A\$0.085 per New Share (**Offer Price**) to raise gross proceeds of approximately A\$5.0 million (equivalent to approximately US\$3.3 million²) (**Entitlement Offer**). The Entitlement Offer will include 1 new free attaching option (**Attaching Option**) for every 2 New Shares subscribed for under the Entitlement Offer.

Each Attaching Option is exercisable into 1 New Share on or before the date that is 12 months from the date of issue of the Attaching Options. Further, for each Attaching Option exercised, Tinybeans will issue to the exercising optionholder (for nil consideration) 1 new option (**Piggyback Option**). Each Piggyback Option is then exercisable into 1 New Share on or before the date that is 3 years from the date of issue of the Attaching Options.

It is expected that approximately 59.0 million New Shares will be issued under the Entitlement Offer (comprising approximately 70% of Tinybeans' existing issued capital) and approximately 29.5 million Attaching Options will be issued under the Entitlement Offer. New Shares issued under the Entitlement Offer will rank equally with existing ordinary shares.

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited (**Underwriter** or **Lead Manager**).

The Entitlement Offer is being made under a prospectus in accordance with section 713 of the *Corporations Act 2001* (Cth), to be issued to eligible shareholders on or around Monday, 22 April 2024 and which is available on the ASX website at www.asx.com.au (**Prospectus**).

The Entitlement Offer consists of an entitlement offer to eligible institutional shareholders (**Institutional Entitlement Offer**), and an entitlement offer to eligible retail shareholders (**Retail Entitlement Offer**).

The Institutional Entitlement Offer was conducted between Monday, 15 April 2024 and Tuesday, 16 April 2024, with the results announced on the ASX on Wednesday, 17 April 2024. The Institutional Entitlement Offer has raised approximately A\$2.32 million already (before costs). The Retail Entitlement Offer will raise up to a further approximately A\$2.70 million for the Company.

¹ Refer to Section 7.4 of the Prospectus dated Monday, 15 April 2024 for a description of the terms and conditions of the underwriting arrangement.

² Based on a currency conversion on Monday, 8 April 2024 of US\$1.00 to A\$1.52.

New Shares will rank equally in all respects with Tinybeans' existing shares. If an eligible shareholder's entitlement results in a fraction of a new share, the shareholder's entitlement will be rounded up to the nearest whole number.

The Prospectus will be dispatched on Monday, 22 April 2024 to eligible retail shareholders with a registered address in Australia or New Zealand as at 7.00pm (Sydney time) on Wednesday, 17 April 2024 (**Record Date**), not being US persons or acting for the account or benefit of persons in the US (**Eligible Retail Shareholders**).

You are an Eligible Retail Shareholder as at the Record Date

As an Eligible Retail Shareholder, you are offered an allocation of 1 New Share for every 1.43 Tinybeans shares that you held as at the Record Date (**Entitlement**) if (and only if) application monies are received via BPAY® prior to the closing date of the Retail Entitlement Offer in accordance with the Prospectus and your personalised Entitlement and Acceptance Form (**Entitlement and Acceptance Form**).³

In addition, Eligible Retail Shareholders who take up their Entitlement in full may also apply for additional New Shares and Attaching Options (**Shortfall Securities**) in excess of their Entitlement under the shortfall offer (**Shortfall Offer**) (which will occur if fewer than all of the New Shares and Attaching Options are taken up under the Entitlement Offer), subject to any scale-back.

Any Shortfall Securities under the Shortfall Offer will be offered at the Offer Price.

- (a) Shortfall Securities will be allocated to any Eligible Shareholders who apply for Shortfall Securities under the Shortfall Offer. In the event:
- Eligible Retail Shareholders apply for Shortfall Securities in an aggregate amount that is less than the New Shares and Attaching Options that are available, the Company shall allocate Shortfall Securities as per the requested amount, noting however that Shortfall Securities will not be issued to any applicant if, in the view of the directors of the Company (**Directors**), to do so will result in a breach of the ASX Listing Rules (**Listing Rules**), the Corporations Act or any other applicable law.
 - Eligible Retail Shareholders apply for more Shortfall Securities than are available, the Company will scale back acceptances of Shortfall Securities on a pro-rata basis (such that the entire Shortfall Securities are allocated), noting however that Shortfall Securities will not be issued to any applicant if, in the view of the Directors, to do so will result in a breach of the Listing Rules, the Corporations Act or any other applicable law. Should this occur, any Shortfall Securities that cannot be allocated to such applicant will be re-allocated to applicants that can acquire the Shortfall Securities on a pro-rata basis.
- (b) If, following the allocation in paragraph (a), there remains a shortfall, those unallocated Shares will be allocated by Tinybeans to the Underwriter and consequently the sub-underwriters.

Refer to the allocation policy in section 3.6 of the Prospectus for further detail.

The Offer Price of A\$0.0850 per New Share represents a:

- 9.4% discount to the theoretical ex-rights price (TERP)⁴ of A\$0.0938; and

³ If you do not have an account that supports BPAY® transactions, eligible shareholders can contact the Offer Information Line 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia). The Offer Information Line operate between 8.30am and 7:00pm (Sydney time), Monday to Friday during the offer period.

⁴ Theoretical ex-rights price (**TERP**) is the theoretical price that Tinybeans shares should trade at immediately after the ex-rights date for the Entitlement Offer. It is a theoretical calculation only and the actual price at which Tinybeans shares trade immediately after the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to Tinybeans' closing share price of A\$0.10 on Friday, 12 April 2024 and includes New Shares issued under the Entitlement Offer.

- 15.0% discount to the last close price of Tinybeans shares of A\$0.10 on Friday, 12 April 2024.

How to obtain a copy of the Prospectus and your personalised Entitlement and Acceptance Form

The Entitlement Offer is now open and closes at 5.00pm (Sydney time) on **Monday, 13 May 2024** (unless extended).

This letter provides you with instructions on how to obtain a copy of the Prospectus and your personalised Entitlement and Acceptance Form.

How to obtain a copy of the Prospectus and your personalised Entitlement and Acceptance Form

1. Go to <https://investor.automic.com.au/#/home> to view the Prospectus. You should read this document carefully and in full before deciding whether to participate.

2. Go to <https://investor.automic.com.au/#/home> and follow the steps below to access your personalised Entitlement and Acceptance Form:

- a. Click on "Single holding" on the left hand side of the page;
- b. Enter your HIN/SRN and your postcode or country (if overseas);
- c. Select Tinybeans Group Limited from the drop down and proceed to the next page; and
- d. Click on Documents at the top of the page and in the drop down select **Entitlement Acceptances**.

Alternatively, you may request a hard copy of the Prospectus and your personalised Entitlement and Acceptance Form free of charge by contacting the Tinybeans Offer Information Line on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (Sydney time), Monday to Friday during the offer period.

Tinybeans encourages you to access the Prospectus online.

The Retail Entitlement Offer is scheduled to close at **5.00pm (Sydney time) on Monday, 13 May 2024** (unless extended). Payment must be received before this time.

You should read the Prospectus carefully and in its entirety before deciding whether to participate in the Retail Entitlement Offer.

Actions required by Eligible Retail Shareholders

Your Entitlement is shown on the personalised Entitlement and Acceptance Form that accompanies the Prospectus which can be accessed as detailed above.

The choices available to Eligible Retail Shareholders are described in the Prospectus. In summary, Eligible Retail Shareholders may:

- (a) take up their Entitlement in full
- (b) take up all of their Entitlement in full and apply for Shortfall Securities;
- (c) take up part of their Entitlement and allow the balance to lapse; or
- (d) take no action and allow all of their Entitlement to lapse.

For further detail, see section 3.7 of the Prospectus.

If you wish to take up all or part of your Entitlement (and, if applicable, apply for Shortfall Securities), please pay your application monies via BPAY® by following the instructions set out in your personalised Entitlement and Acceptance Form by no later than **5.00pm (Sydney time) on Monday, 13 May 2024**.

Help to reduce costs for Tinybeans and be more friendly to the environment, by electing to receive email communications

If you have received this letter by post, you have NOT provided your email address or elected to receive all communications electronically.

The Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing. Receiving your communications electronically will also reduce costs for the business and be more friendly to the environment.



Simply scan the QR code to visit <https://investor.automic.com.au/#/home> and update your communication preferences.

Questions

If you have any queries about the Entitlement Offer, please contact the Offer Information Line on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (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

A handwritten signature in black ink, appearing to read 'Chantale Millard'.

Chantale Millard
Chair
Tinybeans Group Limited

Important information

Forward looking statements

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buy, securities in the United States or in any other jurisdiction in which such an offer would be illegal. Any securities described in this document 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 document 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

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Involvement of the Lead Manager

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Neither the Lead Manager nor the Beneficiaries make any recommendation as to whether any potential investor should participate in the Entitlement Offer. 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 Entitlement Offer or otherwise, and by accessing this document each recipient expressly disclaims any such fiduciary relationship and agrees that it is responsible for making its own independent judgements with respect to the Entitlement Offer and any other transaction or other matter arising in connection with this document.

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 Entitlement Offer. 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

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