

2025 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out the compliance of Tinybeans Group Limited (the **Company**) with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory, and the corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This document is current as of 21 August 2025 and has been approved by the Board.

Comply

ASX Principles and Recommendations

(Yes/No) Explanation

1. Lay solid foundations for management and oversight

- 1.1 A listed entity should have and disclose a board charter setting out:
 - (a) the respective roles and responsibilities of its board and management; and
 - (b) those matters expressly reserved to the board and those delegated to management.

Yes

The Board has adopted a Board Charter which outlines the manner in which its powers and responsibilities are exercised and discharged having regard to principles of good corporate governance and applicable laws.

The Board Charter sets out the respective roles and responsibilities of the Board and management as well as those matters expressly reserved to the Board and those delegated to management. The Company regularly reviews the balance of responsibilities between the Board and management to ensure that the division of functions remains appropriate to the needs of the Company.

The Board Charter is available on the Company's website at the following URL:

https://tinybeans.com/investors/corporate-governance/

- 1.2 A listed entity should:
 - (a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and
 - (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or reelect a director.

Yes

Prior to the appointment of a director or senior executive, or putting someone forward for election as a director, the Company undertakes backgrounds checks regarding a person's character, experience, education, and other customary checks.

The Company provides the following information to shareholders to enable them to make an informed decision as to whether to elect a director for the first time:

- biographical details including relevant qualifications, experience and skills that they bring to the Board;
- details of any other material Directorships currently held;
- any materially adverse information revealed by the checks the Company has performed about the candidate;
- any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally;
- whether the Board considers that, if elected, the candidate will qualify as an independent Director; and



ASX Principles and Recommendations	Comply (Yes/No)	Explanation		
		whether the candidate		ts the election of the
			able them to mak	g information to te an informed decision as nding for re-election:
		bring to the detail of a held; term of of whether the independent if the Boa	ualifications, exp ne Board; ny other material fice currently ser ne Board conside ent Director; and rd supports their	re-election.
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes		nd/or service aç	e Company are given letters greements prior to their
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	the Board through Secretary co-ordina	the Chair. The ate the Board ag	
 1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the 	No No	not found it necess	ary to create a d	d stage of development, has iversity policy or to annually with respect to gender
composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period:	No		emed necessary	Board intends to review its in the future, the Board may
the measurable objectives set for that period to achieve gender diversity;				and women on the board, in ross all employees are as
2) the entity's progress towards			Male	Female
achieving those objectives; and		Board	75%	25%
either: (A) the respective proportions of	Yes	Senior	25%	75%
men and women on the	162	Management	30%	70%
board, in senior executive positions and across the		All Employees The Company wa		P / ASX 300 Index at the
whole workforce (including how the entity has defined "senior executive" for these		commencement or	r at any time duri	ng the reporting period.
purposes); or (B) if the entity is a "relevant				
employer" under the Workplace Gender Equality				
Act, the entity's most recent				
"Gender Equality Indicators",				
as defined in and published				



ASX Principles and Recommendations	Comply (Yes/No)	Explanation
If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.		
1.6 A listed entity should:		Performance evaluations are facilitated by the Chair who
 (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Yes	completes an annual performance evaluation of the Board and executive leadership with the support of the Company Secretary. Directors are given the opportunity to provide feedback on all aspects of Board performance. Directors retiring by rotation undergo an evaluation by the Chair. The evaluation considers factors such as capability, skills, industry understanding, value-adding contribution, and performance in key areas of responsibility.
		The performance evaluation was undertaken in respect of the reporting period.
1.7 A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Yes	Performance evaluations were undertaken for the senior executive team during the reporting period. The performance of the senior executives of the Company was reviewed in accordance with Company's annual performance appraisal processes.
2 Structure the board to be effective an	d add valu	e e
 2.1 The board of a listed entity should: (a) have a nomination committee which: 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or 	No No	Until January 2025, the Company maintained a Remuneration and Nominations Committee (NRC) in accordance with its NRC Charter. The Committee comprised 3 members and was chaired by Chantale Millard, an independent director, from 1 July 2024 to 31 December 2024 and James Warburton, an independent director, from 1 January 2025 to 27 January 2025. Details of the NRC's membership during the reporting period, as well as the number of meetings held and attended by each member while the NRC was operational, are set out in the Directors' Report section of the Company's 2025 Annual Report. In January 2025, the Board resolved to dissolve the NRC, with the responsibilities outlined in the NRC Charter now undertaken by the full Board. The Board reviews, discusses relevant matters and meets as would an NRC. The Board considers that this governance structure remains appropriate having regard to the Board size and composition and the Company's scale, nature of operations and stage of development. The NRC charter is available on the Company's website at: https://tinybeans.com/investors/corporate-governance/



ASX Principles and Recommendations	Comply (Yes/No)	Explanation
(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	Yes	The Board ensures that all material information relevant to a decision on whether or not to elect or re-elect a director is provided to security holders. The Board regularly assesses its balance of skills, knowledge, experience, independence and diversity against the relevant provisions in its Board Charter, including the Skills Matrix per 2.2 below, to enable it to discharge its duties and responsibilities effectively.
A listed entity should have and disclose a board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.	Yes	The Board strives to ensure that it is comprised of Directors with a blend of skills, experience and attributes appropriate for the Company and its business. The Company has a board skills matrix, setting out the mix of skills and diversity of the current Directors of the Company. The Board Skills Matrix is available on the Company website: https://tinybeans.com/investors/corporate-governance/
2.3 A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	Yes	The Board has reviewed the position and associations of each of the seven Directors who served on the Board during FY25, their length of service and their status of independence as follows: • James Warburton – Chair / Non-executive director Appointed 1 July 2024 (Director) - Independent Appointed 31 December 2024 (Chair) • Michael Rothman – Non-executive director Appointed 5 August 2024 - Independent • Andrew Silverberg – Non-executive director Appointed 6 February 2023 – Not independent • Zsofi Paterson – Executive director Appointed 31 December 2024 – Not independent • Andrea Cutright – Non-executive director Resigned 1 September 2024 - Independent • Chantale Millard – Non-executive director Resigned 31 December 2024 - Independent • Catherine Cohen – Non-executive director Resigned 31 December 2024 - Independent Ms. Paterson is not independent as she holds an executive role in as Chief Executive Officer since 19 July 2023. Mr. Silverberg was nominated to the Board by the Company's largest shareholder and as a consequence of that relationship is not considered to be independent. In making this determination, the Board has had regard to the independence criteria in the ASX Principles and Recommendations, and other facts, information and circumstances that the Board considers relevant. The Board assesses the independence of new Directors upon appointment and reviews their independence, and the independence of the other directors as appropriate.



ASX Principles and Recommendations	Comply (Yes/No)	Explanation
2.4 A majority of the board of a listed entity should be independent directors.	No	Of the four Directors, two are independent. The Board consider that as the majority of the Board is non-executive, it is independent of management and is able to discharge its functions appropriately.
2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	During the financial year ended 30 June 2025, the Chair and CEO roles were exercised by different individuals. Ms Chantale Millard served as Chair from 1 July 2024 to 31 December 2024 and Mr James Warburton served as Chair from 1 January 2025 to 30 June 2025. The Company's Chair, Mr James Warburton, is considered to be an independent Director by the Board, and Mr Warburtor satisfies the ASX Principles and Recommendations definition of an independent Director. Mr Warburton is not the CEO of the Company.
2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	The Company has an induction program for each new Director upon appointment. This includes meeting with members of the existing Board, Company Secretary, management and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements, and Board's practices and procedures. On an ongoing basis, and subject to approval of the Chair, Directors may request and undertake training and professional development, as appropriate, at the Company's expense.
3 Instill a Culture of Acting Lawfully and	Posnons	ibly
3.1 A listed entity should articulate and disclose its values.	Yes	The Company values are: • We're a safe zone • Play all day • No filters • Colour inside the lines The Company values are available on the Company's website at: https://tinybeans.com/values/
3.2 A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	The Board is committed to the establishment and maintenance of appropriate ethical standards in order to instill confidence in both customers and the community in the way the Company conducts its business. These standards are encapsulated in the Code of Conduct which outlines how the Company expects each person who represents it to behave and conduct business. All material breaches of the Code of Conduct are reported to the Board. The Code of Conduct is available on the Company's website at the following URL: https://tinybeans.com/investors/corporate-governance/
 3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of 	Yes Yes	The Company has adopted a Whistleblower Policy which is available on the Company's website: https://tinybeans.com/investors/corporate-governance/

the board is informed of any material incidents reported under that policy.

The Board is informed of any material incidents reported under the Whistleblower Policy.



ASX Principles and Recommendations 3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy. 4 Safeguard the integrity of corporate recommendations	Comply (Yes/No) Yes Yes	Explanation The Company has adopted an Anti-Bribery and Corruption Policy which is available on the Company's website: https://tinybeans.com/investors/corporate-governance/ The Board is informed of any material breaches under the Anti Bribery and Corruption policy.
 4.1 The board of a listed entity should: (a) have an audit committee which: 1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2) is chaired by an independent director, who is not the chair of the board, and disclose: 3) the charter of the committee; 4) the relevant qualifications and experience of the members of the committee; and 	No	Until January 2025, the Company maintained an Audit & Risk Committee (ARC) in accordance with its ARC Charter. The Committee comprised 4 members until the resignation of Ms Andrea Cutright on 1 September 2024 and then 3 members until 31 December and was chaired by Chantale Millard, who was an independent director, from 1 July 2024 to 31 December 2024 and then James Warburton, who is an independent director from 1 January 2025 to 27 January 2025. Details of the ARC's membership during the reporting period, as well as the number of meetings held and attended by each member while the ARC was operational, are set out in the Directors' Report section of the Company's 2025 Annual Report. In January 2025, the Board resolved to dissolve the ARC, with the responsibilities outlined in the ARC Charter now undertaken by the full Board. The Board reviews, discusses relevant matters and meets as would an ARC. The Board considers that this governance structure remains appropriate having regard to the size and composition of the Board and the Company's size, nature of operations and stage of development. The ARC charter is available on the Company's website at: https://tinybeans.com/investors/corporate-governance/ The ARC Charter remains available on the Company's website and continues to guide the Board's oversight of audit and risk management matters.
 5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. 	res	



ASX Principles and Recommendations	Comply (Yes/No)	Explanation
4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The Board receives a declaration from the CEO and CFO that, in their opinion, the financial records have been properly maintained and comply with the proper standards.
4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	The Board is responsible for reviewing and approving the release of any periodic corporate report not audited or reviewed by an external auditor.
5 Make timely and balanced disclosure		
5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company is committed to providing timely, complete and accurate disclosure of information to allow a fair, and well-informed market in its securities and compliance with the continuous disclosure requirements imposed by law, including the <i>Corporations Act 2001</i> (Cth) and the ASX Listing Rules. The Company's Continuous Disclosure Policy is available on the Company's website at: https://tinybeans.com/investors/corporate-governance/
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Board is provided with copies of all material market announcements promptly after they have been made.
5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	Before any new and substantive investor or analyst presentation is given, a copy of the presentation materials is released to ASX.
6 Respect the rights of shareholders		
6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company provides information about itself and its governance to its investors on the Company's website via the following URL: https://tinybeans.com/investors/ The Company regularly updates the website and contents therein as deemed necessary.



	Comply	
ASX Principles and Recommendations	(Yes/No)	Explanation
6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company follows an investor relations program whereby the it provides regular disclosures and press releases to keep investors and media updated and engaged. In addition, the Board engages with investors at the AGM and responds on receipt of shareholder enquiries. Material communications are dispatched to investors either via email, postal mail, and via market announcement. The Company has adopted a Shareholder Communications Policy that sets out the Company's policies and processes in relation to communication with shareholders (including investors)
		investors). The Company's Shareholder Communications Policy is available on the Company's website at:
		https://tinybeans.com/investors/corporate-governance/
6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Company has a formal shareholder communications policy in place whereby information will be communicated to shareholders through: (a) continuous disclosure of all relevant financial and other information to the ASX; (b) publishing information on the Company's website at www.tinybeans.com; (c) periodic disclosure through the Annual Report and the half year financial report; (d) notice of meetings and explanatory material; and (e) the AGM and other general meetings. The Company's Shareholder Communications Policy is available at the Company's website via the following URL: https://tinybeans.com/investors/corporate-governance/
6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	All resolutions at shareholder meetings are decided by a poll rather than a show of hands.
6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company engages its share registry to manage the majority of communications with shareholders. Shareholders are encouraged to receive correspondence from the Company electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with shareholders.
7 Recognise and manage risk		
 7.1 The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: 1) has at least three members, a majority of whom are independent directors; and 	No	Until January 2025, the Company maintained an Audit & Risk Committee (ARC) in accordance with its ARC Charter. The Committee comprised 4 members until the resignation of Ms Andrea Cutright on 1 September 2024 and then 3 members until 31 December and was chaired by Chantale Millard, who was an independent director, from 1 July 2024 to 31 December 2024 and then James Warburton, who is an independent director from 1 January 2025 to 27 January 2025. Details of the ARC's membership during the reporting period, as well as the number of meetings held and attended by each member while the ARC was operational, are set out in the Directors' Report section of the Company's 2025 Annual Report.



ASX Principles and Recommendations	Comply (Yes/No)	Explanation
 is chaired by an independent director, and disclose: the charter of the committee; the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework. 	Yes	In January 2025, the Board resolved to dissolve the ARC, with the responsibilities outlined in the ARC Charter now undertaken by the full Board. The Board reviews, discusses relevant matters and meets as would an ARC. The Board considers that this governance structure remains appropriate having regard to the size and composition of the Board and the Company's size, nature of operations and stage of development. The ARC charter is available on the Company's website at: https://tinybeans.com/investors/corporate-governance/ The ARC Charter remains available on the Company's website and continues to guide the Board's oversight of audit and risk management matters.
 7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose in relation to each reporting period, whether such a review has taken place. 	Yes	The Company's risk tolerance and risk appetite are set by the Board. The Board reviews the risk management framework of the Company periodically, in order to satisfy itself that it continues to be sound. The Board is also responsible for monitoring management's performance against the Company's risk management framework, including whether it is operating within the risk appetite set by the Board. The Board discussed and considered the Company's risks against its business operations and risk management practices on an on-going basis throughout the reporting period.
 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes. 	No Yes	The Company does not have an internal audit function in place. The Board is responsible for evaluating and continually improving the effectiveness of the Company's governance, risk management and internal control processes.
7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	The Board is responsible for the oversight and management of all material business risks. All material environmental and social risks will be announced to the market, in accordance with the requirements of the ASX Listing Rules and as otherwise deemed prudent. While committed to corporate social responsibility, the Company acknowledges that its current size and operational nature limit its exposure to economic, environmental, and social sustainability risks. However, the Company still incorporates Environmental, Social, and Governance (ESG)



ASX Principles and Recommendations	Comply (Yes/No)	Explanation considerations into its business practices. Given its digital- focused operations, the Board considers that its environmental footprint is minimal; nonetheless, the Company aims to reduce waste and improve energy efficiency wherever practicable. On the social front, the Company is committed to ethical practices, data security, and supporting the well-being of its employees and customers. The Board and management has assessed that the direct economic risks associated with traditional industries, such as
		resource depletion, supply chain disruptions, or market fluctuations, do not significantly impact its operations. The Board does not consider that the Company has any material exposure to environmental or social risks. As the Company continues to grow and evolve, the Board will periodically reassess the exposure to economic, environmental, and social sustainability risks.
8 Remunerate fairly and responsibly		
 8.1 The Board of a listed entity should: (a) have a remuneration committee which: 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. 	Yes	Until January 2025, the Company maintained a Remuneration and Nominations Committee (NRC) in accordance with its NRC Charter. The Committee comprised 3 members and was chaired by Chantale Millard, an independent director, from 1 July 2024 to 31 December 2024 and James Warburton, an independent director, from 1 January 2025 to 27 January 2025. Details of the NRC's membership during the reporting period, as well as the number of meetings held and attended by each member while the NRC was operational, are set out in the Directors' Report section of the Company's 2025 Annual Report. In January 2025, the Board resolved to dissolve the NRC, with the responsibilities outlined in the NRC Charter now undertaken by the full Board. The Board reviews, discusses relevant matters and meets as would an NRC. The Board considers that this governance structure remains appropriate having regard to the Board size and composition and the Company's size, nature of operations and stage of development. The NRC charter is available on the Company's website at: https://tinybeans.com/investors/corporate-governance/ The NRC Charter is available on the Company's website and continues to guide the Board's oversight of nomination and remuneration matters.
8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The Company remuneration policies and practices are disclosed in its 2025 Annual Report and its NRC Charter.



ASX Principles and Recommendations	Comply (Yes/No)	Explanation
 8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives 	Yes	The Company has a Securities Trading Policy that prohibits directors, officers and employees from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme.
or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	The Securities Trading Policy is available on the Company's website at: https://tinybeans.com/investors/corporate-governance/