



8 May 2024

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

Extension of Closing Date for fully underwritten Retail Entitlement Offer

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) pro rata accelerated non-renounceable entitlement offer to raise gross proceeds of approximately A\$5.0 million (equivalent to approximately US\$3.3 million¹) (**Entitlement Offer**).

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 closed on Tuesday, 16 April 2024 and successfully raised approximately A\$2.32 million (equivalent to approximately US\$1.49 million²). The Institutional Offer was well supported by existing and new institutional and high net worth investors.

The Retail Entitlement Offer opened on Monday, 22 April 2024 and was expected to close at 5.00pm on Monday, 13 May 2024 (unless extended). Tinybeans announces that the closing date for the fully underwritten Retail Entitlement Offer is being extended by one week by way of a supplementary prospectus (**Supplementary Prospectus**) to 5:00pm on Monday, 20 May 2024, bringing the Retail Entitlement Offer period to a total of 4 weeks.

The one week extension will allow additional time for Eligible Retail Shareholders to apply for New Shares (and Attaching Options) under the Entitlement Offer.

The Supplementary Prospectus is appended to this ASX Announcement.

Unless otherwise indicated, terms defined and used in the Prospectus and Supplementary Prospectus have the same meaning in this ASX Announcement.

FULL DETAILS OF THE ENTITLEMENT OFFER

The Entitlement Offer consists 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 million³). 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.

HOW TO ACCESS THE RETAIL ENTITLEMENT OFFER

Shareholders may access the Prospectus, Supplementary Prospectus and the BPAY/EFT payment details via the following website: <https://investor.automic.com.au/>.

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

² Based on a currency conversion on Monday, 15 April 2024 of US\$1.00 to A\$1.56.

³ Based on a currency conversion on Monday, 8 April 2024 of US\$1.00 to A\$1.52.

Alternatively, Shareholders may request a paper copy of the Prospectus, Supplementary Prospectus and personalised Application Forms from the Company 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) on Monday to Friday during the offer period for more information.

KEY DATES

The revised indicative timetable for the Retail Entitlement Offer is as follows:

| | |
|--|----------------------------|
| Closing date of Retail Entitlement Offers | 5.00pm Monday, 20 May 2024 |
| Announcement of results of Retail Entitlement Offer | Wednesday, 22 May 2024 |
| Issue of New Shares and Attaching Options under the Retail Entitlement Offer | Monday, 27 May 2024 |
| Quotation of New Shares issued under Retail Entitlement Offer | Tuesday, 28 May 2024 |

The above dates are indicative only and subject to change. Subject to the Corporations Act, the ASX Listing Rules and other applicable laws, Tinybeans may vary these dates, including to further extend the Retail Entitlement Offer or accept late Applications, either generally or in particular cases. Investors who wish to submit an Application and subscribe for Securities under the Retail Entitlement Offer are encouraged to do so as soon as possible.

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.

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 US. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the US 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 US. Accordingly, the securities described in this document may not be offered or sold, directly or indirectly, in the US 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 US

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/counterparty to Tinybeans or its affiliates and may or now in the future provide financial accommodation or services to Tinybeans or 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).



Tinybeans Group Limited
ACN 168 481 614

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT NOTICE

This Supplementary Prospectus contains particulars of changes to, and supplements, the prospectus dated 15 April 2024 (**Prospectus**) issued by Tinybeans Group Limited ACN 168 481 614 (**Tinybeans**) in respect of a non-renounceable pro-rata accelerated entitlement offer of 1 New Share for every 1.43 Shares held by those Eligible Shareholders registered at the Record Date at an offer price of \$0.085 per New Share to raise up to approximately \$5.0 million (based on the number of Shares on issue as at the date of the Prospectus), together with 1 attaching option for every 2 New Shares subscribed for and issued exercisable at \$0.095 on or before the date that is 12 months following their issue (**Attaching Options**) (**Entitlement Offer**), together with the following further offers:

- (a) an offer to Eligible Optionholders of 1 additional option (**Piggyback Options**) for every 1 Attaching Option exercised on or before the Attaching Option Expiry Date (**Piggyback Offer**); and
- (b) a Shortfall Offer allowing Eligible Shareholders to acquire Shortfall Securities in excess of their Entitlement, in the event of a Shortfall under the Entitlement Offer.

This Supplementary Prospectus is dated 8 May 2024 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. Neither ASIC nor the Australian Securities Exchange (**ASX**) take any responsibility as to the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail.

Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus are important documents that should be read together, in their entirety. If you have any questions about the New Shares, Attaching Options or Piggyback Options being offered under the Prospectus or any other matter, you should consult your professional advisors.

2. EXTENSION OF OFFER PERIOD

The Board wishes to advise that the Closing Date of the Retail Entitlement Offer has been extended until 5:00pm (Sydney time) on Monday, 20 May 2024 to allow additional time for Eligible Retail Shareholders to apply for New Shares (and Attaching Options) under the Entitlement Offer.

Accordingly, the "Key Offer Information" as set out on page 10 of the Prospectus has been updated as follows:

| | |
|--|----------------------------|
| Closing date of Retail Entitlement Offer | 5.00pm Monday, 20 May 2024 |
| Announcement of results of Retail Entitlement Offer | Wednesday, 22 May 2024 |
| Issue of New Shares and Attaching Options under the Retail Entitlement Offer | Monday, 27 May 2024 |
| Quotation of New Shares issued under Retail Entitlement Offer | Tuesday, 28 May 2024 |

The above dates are indicative only and subject to change. Subject to the Corporations Act, the ASX Listing Rules and other applicable laws, Tinybeans may vary these dates, including to further extend the Retail Entitlement Offer or accept late Applications, either generally or in particular cases. Investors who wish to submit an Application and subscribe for Securities under the Retail Entitlement Offer are encouraged to do so as soon as possible.

3. HOW TO ACCESS THE OFFERS

Shareholders may access the Prospectus, Supplementary Prospectus and the BPAY/EFT payment details via the following website: <https://investor.automic.com.au/>.

Alternatively, Shareholders may request a paper copy of the Prospectus, Supplementary Prospectus and personalised Entitlement and Acceptance Form from the Company 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) on Monday to Friday during the offer period for more information.

4. CONSENTS

Tinybeans confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

5. TARGET MARKET DETERMINATION

In accordance with the design and distribution obligations under the Corporations Act, Tinybeans has determined the target market for the offer of Attaching Options and Piggyback Options issued under the Prospectus. Tinybeans has prepared a target market determination in respect of the Attaching Options and Piggyback Options which is available on the Company's website at <https://investors.tinybeans.com/>. The Tinybeans Directors have reviewed the target market determination and confirm that it remains appropriate.

6. NO INVESTOR ACTION REQUIRED

As the content of this Supplementary Prospectus is not considered by Tinybeans to be materially adverse to investors, no action needs to be taken by investors who have already applied for New Shares, Attaching Options and Piggyback Options under the Prospectus before the date of this Supplementary Prospectus.

7. DIRECTORS' AUTHORISATIONS

This Supplementary Prospectus is issued by Tinybeans and its issue has been authorised by a resolution of its Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

Dated: 8 May 2024

Signed for and on behalf of Tinybeans Group Limited



Chantale Millard
Chair
Tinybeans Group Limited