



22 May 2024

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Completion of the Retail Entitlement Offer

Key Highlights

- The retail component of the recently announced Entitlement Offer opened on Monday, 22 April 2024 to raise an approximate A\$2.70 million (all of which is fully underwritten).
- Tinybeans has completed the Retail Entitlement Offer.
- Net proceeds of the fully underwritten Retail Entitlement Offer will be used to fund key additional roles across Product, Data and Analytics and Marketing, whilst supporting working capital, providing management with added flexibility to fund growth initiatives.
- Work on these growth initiatives has begun and the Company looks forward to updating the market on progress in due course.
- Pro forma cash balance of approximately US\$4.52m (A\$7.05m¹) (net of costs) as at 31 March 2024.

Tinybeans Group Limited (ASX: TNY) (OTCQB: TNYF) ("Tinybeans" or "the Company") is pleased to advise of the completion of the retail component of its recently announced fully underwritten pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) (see announcement dated 15 April 2024).

The Entitlement Offer consisted 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.

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

The fully underwritten Retail Entitlement Offer raised the balance of the Entitlement Offer of approximately A\$2.70 million (equivalent to approximately US\$1.73 million¹). The Retail Entitlement Offer is fully underwritten by Bell Potter Securities Limited (**Bell Potter, Underwriter, or the Lead Manager**)².

Under the Retail Entitlement Offer, 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**) were invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer.

¹ Based on a currency conversion on Monday, 15 April 2024 of US\$1.00 to A\$1.56.

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The Retail Entitlement Offer opened at 9.00am (Sydney time) on Monday, 22 April 2024 and closed at 5.00pm (Sydney time) on Monday, 20 May 2024.

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 (**Shortfall Offer**). New Shares allocated under the Shortfall Offer were allocated in accordance with the allocation policy outlined in the Prospectus. Tinybeans retained absolute discretion regarding allocation under the Shortfall Offer.

The Retail Entitlement Offer was subscribed as follows:

Acceptances by Eligible Retail Shareholders	494,761 New Shares	247,392 Attaching Options
Acceptances by Eligible Retail Shareholders under the Shortfall Offer	43,635 New Shares	21,820 Attaching Options
Shortfall	31,228,188 New Shares	15,614,094 Attaching Options

The shortfall will be placed in accordance with the underwriting and sub-underwriting arrangements as detailed in the Prospectus released to the ASX on Monday, 15 April 2024.

New Shares to be issued under the Retail Entitlement Offer will rank equally in all respects with existing fully paid ordinary shares. Settlement of the Retail Entitlement Offer is scheduled to occur on Friday, 24 May 2024, with New Shares expected to be allotted on Monday, 27 May 2024, and trading to commence on a normal settlement basis on the Australian Securities Exchange (**ASX**) on the following day.

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 Entitlement Offer.

Indicative Entitlement Offer timetable

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

This timetable is indicative only and may be subject to change without notice or consultation. Tinybeans reserves the right to amend any or all of these dates and times subject to the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws.

—ENDS—

This announcement was approved for release by the Tinybeans Board.

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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 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 Entitlement Offer. 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 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 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 Entitlement Offer 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 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).