**ASX RELEASE**

**28 November 2025**

# Letter to Ineligible Shareholders

**Tinybeans Group Limited** (**ASX: TNY**) (**the Company**) attaches a letter to ineligible shareholders regarding the entitlement offer, which opens today.

This announcement was authorised for release by the Company Secretary.


**For more information, please contact:**

Zsofi Paterson
Chief Executive Officer and Managing Director
E: investors@tinybeans.com

Rod Hinchcliffe
Director, Media & Capital Partners
E: rod.hinchcliffe@mcpartners.com.au

**For media enquiries please contact:**

Melissa Hamilton
Director, Media & Capital Partners
E: melissa.hamilton@mcpartners.com.au


**About Tinybeans Group**

**Tinybeans Group Limited (ASX:TNY, OTCQB:TNYYF)** 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.

28 November 2025

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

Dear Shareholder,

## NOTIFICATION TO INELIGIBLE SHAREHOLDERS

On 20 November 2025, Tinybeans Group Ltd (ASX: TNY) ("**Tinybeans**" or the "**Company**") announced the launch of an approximate A$3.5 million entitlement offer of new fully paid ordinary shares (**New Shares**) at an offer price of A$0.10 per New Share (**Offer Price**) (**Entitlement Offer**).

The Entitlement Offer is comprised of a partially underwritten 1 - for- 4.7 pro rata non-renounceable entitlement offer of New Shares to raise gross proceeds of approximately A$3.5 million.

It is expected that approximately 35.53 million New Shares will be issued under the Entitlement Offer (comprising approximately 21.3% of Tinybeans' existing issued capital). The Entitlement Offer is being made without a prospectus or disclosure document in accordance with section 708AA of the Corporations Act 2001 (Cth).

The New Shares will rank equally in all respects with Tinybeans' existing shares.

Morgans Corporate Limited and Red Leaf Securities Pty Ltd are acting as Joint Lead Managers to the Offer. Morgans Corporate Limited will also act as underwriter to the Entitlement Offer (**Underwriter**) and will partially underwrite the Entitlement Offer up to A$500,000 (**Underwritten Amount**). This Underwritten Amount is then proposed to be sub-underwritten by Thorney Investment Group, the largest shareholder of Tinybeans.

An offer booklet for the Entitlement Offer (**Offer Booklet**) will be lodged with the ASX and made available on Friday, 28 November 2025 to eligible retail shareholders with a registered address in Australia or New Zealand as at 7.00pm (Sydney time) on Tuesday, 25 November 2025 (**Record Date**) (**Eligible Shareholders**).

**Why am I not eligible to participate in the Entitlement Offer?**

You are not eligible to participate in the Entitlement Offer because on the Record Date you did not satisfy one or both of the conditions below for an Eligible Shareholder:

- have an address on the Tinybeans register in Australia or New Zealand; and
- are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States.

Shareholders who are not Eligible Shareholders are ineligible shareholders (**Ineligible Shareholders**).

The restrictions upon eligibility under the Entitlement Offer arise because of legal and regulatory requirements in countries other than those listed above and the potential costs to the Company and complexity of complying with these legal and regulatory requirements compared to the relatively small number of shareholders in those countries, the relatively small number of existing Company shares they hold and the relatively low value of the New Shares to which those shareholders would otherwise be entitled.

The Company has determined, pursuant to ASX Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A of the Corporations Act, that it would be unreasonable to make or extend the Entitlement Offer to shareholders in certain countries.

According to our records, you do not satisfy the eligibility criteria above for an Eligible Shareholder and accordingly you are an Ineligible Shareholder. As such, the Company wishes to advise that in accordance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, the Entitlement Offer will not be extended to you and you will not be able to subscribe for any New Shares under the Entitlement Offer. You will not be sent the Offer Booklet relating to the Entitlement Offer.

**No action required**

This notice is to inform you about the Entitlement Offer and explain why you will not be able to subscribe for any New Shares under the Entitlement Offer. This notice is not an offer to issue entitlements or New Shares to you, nor an invitation for you to apply for entitlements or New Shares.

You are not required to do anything in response to this letter.

On behalf of the Board and management of the Company, we regret that you are not eligible to participate in the Entitlement Offer but thank you for your ongoing support of the Company.

**Further Information**

If you have any questions in relation to the above, please contact the Share Registry, Automic, on 1300 288 664 (within Australia) and +61 +61 2 9698 5414 (outside Australia) at any time between 8:30am and 7:00pm (Sydney time) on Monday to Friday during the Entitlement Offer period.

For other questions, you should consult your broker, solicitor, accountant, tax adviser, financial adviser, or other professional adviser.

Yours sincerely

James Warburton
Chair
Tinybeans Group Ltd