



ASX ANNOUNCEMENT

16 December 2025

Results of Entitlement Offer

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

Key Highlights

- Tinybeans has completed its Entitlement Offer.
- Of the total A\$3.5 million in New Shares offered under the Entitlement Offer, approximately A\$1.1 million (before transaction costs) was raised, leaving a shortfall of A\$2.4 million. Of this A\$2.4 million, A\$500,000 has been placed under the partial underwriting arrangement with Morgans Corporate Limited, which will be sub-underwritten by the Thorney Investment Group. As a consequence, a total of A\$1.7 million was raised under the Entitlement Offer, leaving a residual shortfall amount of A\$1.8 million that is expected to be placed within three months following the close of the Entitlement Offer.
- Funds raised under the Entitlement Offer will be used by Tinybeans to provide management with added flexibility to support working capital and growth initiatives including integration of the Qeepsake journaling features and subscriber base into the Tinybeans platform (see ASX announcement on 20 November 2025).

Tinybeans Group Limited (**ASX: TNY**) (OTCQB: TNYF) ("**Tinybeans**" or "the **Company**") is pleased to announce the completion of its Entitlement Offer. The Entitlement Offer closed on 12 December 2025.

On 20 November 2025, the Company announced an entitlement offer whereby it offered eligible shareholders with a registered address in Australia and New Zealand on the record date, being Tuesday, 25 November 2025, the opportunity to subscribe for fully paid ordinary shares (**New Shares**) under a partially underwritten 1-for-4.7 pro rata non-renounceable entitlement offer at the price of A\$0.10 per New Share (**Offer Price**) (**Entitlement Offer**). The Entitlement Offer opened at 9:00am (Sydney time) on Friday, 28 November 2025 and closed on Friday, 12 December 2025.

In addition to each eligible shareholders' entitlement under the Entitlement Offer, eligible shareholders were offered the opportunity to apply for additional New Shares under a "top-up" facility in excess of their Entitlement (**Shortfall Offer**).

The Entitlement Offer successfully raised approximately A\$1.1 million from eligible shareholders. The Entitlement Offer was subscribed as follows:

Acceptances by Eligible Shareholders	10,869,666 New Shares
Acceptances by Eligible Shareholders for additional New Shares under the Shortfall Offer	474,289 New Shares
Shortfall (prior to take-up by Underwriter and Sub-underwriter)	24,187,709 New Shares
Shortfall (following take-up by Underwriter and Sub-underwriter)	18,187,709 New Shares



As detailed above, Morgans Corporate Limited had agreed to act as underwriter to the Entitlement Offer (**Underwriter**) and partially underwrite the Entitlement Offer up to AA\$500,000 (**Underwritten Amount**). This Underwritten Amount was then sub-underwritten by Thorney Investment Group, the largest shareholder of Tinybeans.

On the basis of the A\$1.1 million received from eligible shareholders under the Entitlement Offer and commitments for the partially underwritten shortfall amount, as detailed above, as at the date of this announcement, this will raise a total of A\$1.7 million. Further, the take-up of the partially underwritten shortfall amount will result in the voting power of Thorney Investment Group increasing to 31.037%.

The New Shares to be issued under the Entitlement Offer will rank equally in all respects with existing fully paid ordinary shares. The New Shares expected to be allotted on Thursday, 18 December 2025, and trading to commence on a normal settlement basis on the Australian Securities Exchange on the following trading day.

Indicative Timetable

Below is the current indicative timetable for completion of the Entitlement Offer.

Event	Time & Date
Entitlement Offer closes	5:00pm Friday, 12 December 2025
Announce results of the Entitlement Offer and allocations under the Underwriting Agreement	Tuesday, 16 December 2025
Issue and allotment of New Shares under the Entitlement Offer and Shortfall Facility	Thursday, 18 December 2025
Commencement of trading of New Shares issued under the Entitlement Offer	Friday, 19 December 2025
Dispatch of holding statements in respect of New Shares issued under the Entitlement Offer	Friday, 19 December 2025

All dates and times are references to Sydney, Australia time.

This timetable is indicative only and may be subject to change without notice to, or consultation with, you. 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.

This ASX announcement has been approved for release by the TNY Board.

For investor enquiries, please contact:

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

For media enquiries please contact:

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

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



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.

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 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.