ASX RELEASE

17 October 2025

Notice of 2025 Annual General Meeting and Explanatory Statement

Tinybeans Group Limited (ASX: TNY) (OTCQB: TNYYF) ("**Tinybeans**" or "**the Company**") advises that its Annual General Meeting of Shareholders will be held at 10.00 am AEDT on Wednesday, 19 November 2025, at the offices of Traverse Accountants, 24-26 Kent Street, Millers Point, NSW.

In accordance with Listing Rule 3.17, attached are the following documents:
- Letter to Shareholders;
- Notice of Annual General Meeting, explanatory statement; and
- Sample Proxy form (a personalised copy will be sent to each Shareholder)

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

For investor enquiries, please contact:

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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.

Tinybeans Group Limited
ACN 168 481 614
(Company)

NOTICE OF MEETING

Notice is given that an Annual General Meeting (**Meeting**) of the shareholders of the Company (**Shareholders**) will be held as follows:

Time: 10.00am (AEDT)

Date: Wednesday, 19 November 2025

Place: The offices of Traverse Accountants at 24-26 Kent Street, Millers Point, NSW

In accordance with section 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of this Notice of Meeting (**Notice**) unless a Shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the Corporations Act.

All Shareholders will be able to access the Notice on the Company's website at https://tinybeans.com/investors/. The Company has also provided the meeting materials on the Company's ASX Market Announcements Platform.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice.

Terms and abbreviations used in this Notice are defined in the Glossary in section 8 of the Explanatory Statement.

ANNUAL REPORT FOR 2025:

https://investors.tinybeans.com/announcements

The Notice is an important document and should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice, please contact the Company Secretary on +61 428 130 447 or via email at adam.gallagher@tinybeans.com.

NOTICE OF ANNUAL GENERAL MEETING

Ordinary Business

1. Agenda Item 1 – Financial statements and reports

To receive and consider the Company's Annual Report comprising the Directors' Report, the Auditor's Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2025.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass, with or without amendment, the following resolution as a **non-binding Ordinary Resolution:**

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2025."

Note:

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on this Resolution if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a member; and
- either:
  - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
  - the voter is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to vote as the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

3. Resolution 2 – Re-election of Director – Andrew Silverberg

To consider and, if thought fit, pass, with or without amendment, the following resolution as an **Ordinary Resolution:**

"That, Andrew Silverberg, who retires by rotation in accordance with rule 4.7(c) of the Company's Constitution and ASX Listing Rule 14.5 and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

4. Resolution 3 – Approval for the issue of Shares in lieu of fees to Director, Andrew Silverberg, under ASX Listing Rule 10.11

To consider and, if thought fit, pass the following resolution, with or without amendment, as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the Company's issue of 488,727 Shares at a notional issue price of $0.07905 per Share to Andrew Silverberg (or his nominee), being a Director of the Company, in lieu of cash remuneration, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of the following persons:

- Andrew Silverberg (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on that Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on that Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction

This Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or
- the appointed proxy is the Chair of the Meeting and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on this Resolution; and
  - expressly authorises the Chair of the Meeting to exercise the proxy even if this Resolution are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. Resolution 4 – Approval for the issue of Shares in lieu of fees to Director, Mike Rothman, under ASX Listing Rule 10.11

To consider and, if thought fit, pass the following resolution, with or without amendment, as an **Ordinary Resolution***:*

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the Company's issue of 451,077 Shares at a notional issue price of $0.07782 per Share to Mike Rothman (or his nominee), being a Director of the Company, in lieu of cash remuneration, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of the following persons:

- Mike Rothman (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on that Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - the holder votes on that Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction

This Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or
- the appointed proxy is the Chair of the Meeting and the appointment of the Chair as proxy:
    - does not specify the way the proxy is to vote on this Resolution; and
    - expressly authorises the Chair of the Meeting to exercise the proxy even if this Resolution are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. Resolution 5 – Approval for the issue of Shares in lieu of fees to former Director, Andrea Cutright, under ASX Listing Rule 10.11

To consider and, if thought fit, pass the following resolution, with or without amendment, as an **Ordinary Resolution***:*

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the Company's issue of 73,932 Shares at a notional issue price of $0.08778 per Share to Andrea Cutright (or her nominee), being a former Director of the Company, in lieu of cash remuneration, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of the following persons:

- Andrea Cutright (or her nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on that Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on that Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction

This Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or
- the appointed proxy is the Chair of the Meeting and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on this Resolution; and
  - expressly authorises the Chair of the Meeting to exercise the proxy even if this Resolution are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7. Resolution 6 – Approval for the issue of Shares in lieu of fees to former Director, Catherine Cohen, under ASX Listing Rule 10.11

To consider and, if thought fit, pass the following resolution, with or without amendment, as an **Ordinary Resolution***:*

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the Company's issue of 183,046 Shares at a notional issue price of $0.08262 per Share to Catherine Cohen (or her nominee), being a former Director of the Company, in lieu of cash remuneration, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of the following persons:

- Catherine Cohen (or her nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on that Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on that Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction

This Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or
- the appointed proxy is the Chair of the Meeting and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on this Resolution; and

- o expressly authorises the Chair of the Meeting to exercise the proxy even if this Resolution are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8. Resolution 7 – Approval for the issue of Shares in lieu of fees to former Director, Chantale Millard, under ASX Listing Rule 10.11

To consider and, if thought fit, pass the following resolution, with or without amendment, as an **Ordinary Resolution***:*

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the Company's issue of 305,077 Shares at a notional issue price of $0.08262 per Share to Chantale Millard (or her nominee), being a former Director of the Company, in lieu of cash remuneration, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of the following persons:

- Chantale Millard (or her nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on that Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - o the holder votes on that Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction

This Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or
- the appointed proxy is the Chair of the Meeting and the appointment of the Chair as proxy:
  - o does not specify the way the proxy is to vote on this Resolution; and
  - o expressly authorises the Chair of the Meeting to exercise the proxy even if this Resolution are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

9. Resolution 8 – Approval of Additional 10% Placement Facility under ASX Listing Rule 7.1A

To consider and, if thought fit, pass the following resolution, with or without amendment, as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to a further 10% of the issued capital of the Company (at the time

of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who is expected to participate, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on that Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - the holder votes on that Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Dated: 17 October 2025

BY ORDER OF THE BOARD
Tinybeans Group Limited

Adam Gallagher
Company Secretary

EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at:

Time: 10.00am (AEDT)

Date: Wednesday, 19 November 2025

Place: The offices of Traverse Accountants at 24-26 Kent Street, Millers Point, NSW

This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice of Annual General Meeting. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Annual General Meeting. A Proxy Form is located at the end of the Explanatory Statement.

2. Information for Shareholders

2.1 Eligibility to vote

The Directors have determined, pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that persons eligible to vote at the Meeting are those who are registered as Shareholders at 7:00pm (AEDT) on Monday, 17 November 2025.

Each of the Resolutions will be decided by poll.

2.2 Meeting Considerations and Shareholder Questions

The Meeting of the Shareholders to which this Notice relates will be held at 10.00am (AEDT) on Wednesday, 19 November 2025 at the offices of Traverse Accountants at 24-26 Kent Street, Millers Point, NSW.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions submitted prior to the Meeting must be sent in writing to the Company Secretary, Adam Gallagher, at adam.gallagher@tinybeans.com at least 2 Business Days before the Meeting, being no later than 10.00am (AEDT) on Monday, 17 November 2025.

All Shareholders will have a reasonable opportunity to ask questions during the Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

The Chair of the Meeting will endeavour to address as many questions as possible during the Meeting.

The business of the Meeting affects your shareholding, and your vote is important.

2.3 Voting on Resolutions

All voting on the Resolutions will be decided by way of a poll and not a show of hands. The results of the poll will be determined following the close of the Meeting and lodged with the ASX Markets Announcements Platform.

2.4 Proxies

Shareholders who are entitled to vote at the Meeting have a right to appoint a proxy to attend the Meeting and vote on their behalf. The proxy need not be a Shareholder of the Company and may be an individual or body corporate. If a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify a proportion or number, each proxy may exercise half of the Shareholder's votes, in which case any fraction of votes will be disregarded.

All Shareholders are invited and encouraged to participate in the Meeting and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions noted in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Even if you plan to attend, you are encouraged to submit a Proxy Form before the Meeting so that your vote can be counted if, for any reason, you cannot attend.

The Proxy Form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

2.5 Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on the front page of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at https://www.automicgroup.com.au/virtual-agms/.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Philip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your proxy instruction must be received no later than 48 hours before the commencement of the Meeting, i.e. no later than 10.00am (AEDT) on Monday, 17 November 2025. Proxy Forms received later than this time will be invalid.

2.6 Power of attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, the attorney must ensure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

2.7 Corporate representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Where a Shareholder is a body corporate, the Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

(a) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or

(b) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

2.8 Directing your proxy how to vote

You can direct your proxy how to vote on a particular Resolution by marking the appropriate box on the Proxy Form.

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that item.

If you do not mark any particular Resolution and no direction is given, you are appointing your proxy to vote as he or she decides, subject to any voting exclusions that may apply to the proxy.

If you appoint a proxy, you may still attend the Meeting. However, your proxy's rights to speak and vote will be suspended while you are present.

2.9 Chair of the Meeting appointed proxy

A Shareholder may appoint the Chair of the Meeting as proxy. The Chair of the Meeting will be deemed to be the Shareholder's proxy if the Shareholder submits the Proxy Form but does not name a proxy or if the person appointed as proxy does not attend the Meeting or does not vote on a poll in accordance with the Shareholder's directions.

If the Shareholder provides a voting direction on a particular Resolution, the Chair of the Meeting must vote in accordance with the direction on a poll.

2.10 Voting intentions of Chair

Shareholders should be aware that any undirected proxies given to the Chair of the Meeting will be cast by the Chair of the Meeting and counted in favour of all of the Resolutions subject to compliance with the Corporations Act. In exceptional circumstances, the Chair of the Meeting may change their voting intention on these Resolutions, in which case an ASX announcement will be made.

3. Agenda Item 1 – Financial statements and reports

3.1 Purpose

The Company's Annual Report comprising the report of the Directors (**Directors' Report**), the auditor's report (**Auditors' Report**), Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2025 was released to the ASX on 21 August 2025.

The Corporations Act requires that the Directors' Report, the Auditors' Report and the Financial Report be laid before the Meeting.

Shareholders can access a copy of the Company's Annual Report at https://investors.tinybeans.com/announcements#annual-reports. The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution require a vote of Shareholders at the Meeting on the Company's Annual Report.

3.2 Questions to the Chair

Shareholders will be given reasonable opportunity at the Meeting to raise questions and make comments on the Company's Annual Report.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, William Buck, if the question is relevant to:

- the content of the Auditor's Report; or
- the conduct of its audit of the Financial Report to be considered at the Meeting.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth Business Day before the day on which the Meeting is held.

Written questions for the auditor must be delivered by 5:00 p.m. on Wednesday, 12 November 2025 to:

Tinybeans Group Limited
Att: The Company Secretary
24-26 Kent Street
Millers Point NSW 2000
Or via email to: adam.gallagher@tinybeans.com

4. Resolution 1 – Adoption of Remuneration Report

4.1 Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution in accordance with section 250R(2) of the Corporations Act, which requires that a resolution that the Remuneration Report of the Company must be put to a vote.

The Remuneration Report is set out on pages 8 to 14 of the Company's Annual Report for the financial year ended 30 June 2025. The Annual Report is available to download on the Company's website.

The Remuneration Report:

(a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;

(b) explains the relationship between the Board's remuneration policy and the Company's performance;

(c) sets out remuneration details for each Key Management Personnel of the Company, including details of Equity Securities granted as part of remuneration; and

(d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

This Resolution is an advisory resolution only, and does not bind the Directors or the Company.

4.2 **Voting consequences**

Part 2G.2, Division 9 of the Corporations Act provides that if at least 25% of the votes cast on the Resolution are voted against adoption of the Remuneration Report at the Meeting, then:

(a) if comments are made on the Remuneration Report at the Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and

(b) if at the next annual general meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

4.3 **Previous voting results**

At the 2024 Annual General Meeting less than 25% of the votes cast were voted against adoption of the Remuneration Report included in the 2024 Annual Report. Accordingly, the Spill Resolution is not relevant for this Meeting.

4.4 **Voting exclusion and Directors' recommendations**

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

What this means for Shareholders: If you intend to appoint a member of the Key Management Personnel (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chair of the Meeting as your proxy, you can direct the Chair how to vote by marking the boxes for Resolution 1 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

As Resolution 1 relates to the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with section 250R(2) of the Corporations Act, makes no recommendations regarding this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution, subject to compliance with the Corporations Act.

5. Resolution 2 – Re-election of Director – Andrew Silverberg

5.1 Background

Andrew Silverberg was appointed to the Board on 6 February 2023 and was elected at the Company's 2023 Annual General Meeting held on 30 November 2023.

Mr. Silverberg retires from office under ASX Listing Rule 14.5 and rule 4.7(c) of the Constitution and, being eligible, offers himself for re-election as a Director of the Company.

5.2 The law

ASX Listing Rule 14.5 provides that an entity that has directors must hold an election of directors at each annual general meeting.

Rule 4.7(c) of the Constitution provides that if no directors are required to retire under rules 4.7(a) and 4.7(b) then the director who has held office longest without re-election must retire but is eligible to stand for re-election as a director at that meeting and if 2 or more directors have held office for the same period of time, the director to retire must be determined by agreement, or failing agreement, by lot.

Mr. Silverberg has held office the longest without re-election and, therefore, has been chosen to retire and stand for re-election under ASX Listing Rule 14.5 and rule 4.7(c) of the Constitution.

5.3 Director resume

Andrew Silverberg is a highly experienced investor who has held senior leadership roles in the money management industry over the course of his career. He has also helped advise various public and private companies globally. Mr. Silverberg is currently an Investment Manager with Thorney Investment Group where he manages the firm's US-listed equities, unlisted investments and properties. Prior to joining Thorney, Mr. Silverberg held impactful roles with Talpion Fund Management, Fred Alger Management and Mark Asset Management.

5.4 Independence

Andrew Silverberg is considered a non-independent Director of the Company.

5.5 Directors' Recommendation

The Directors (with Andrew Silverberg abstaining from making a recommendation) recommend that Shareholders vote **in favour** of this Ordinary Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

6. Resolutions 3 to 7 – Approval for the issue of Shares in lieu of fees to Directors and Former Directors under ASX Listing Rule 10.11

6.1 Introduction

Resolutions 3 to 7 (inclusive) seek Shareholder approval to issue and allot fully paid ordinary shares (**Director Fee Shares**) to Andrew Silverberg, Mike Rothman, Andrea Cutright, Catherine Cohen and Chantale Millard in lieu of cash payments for Directors' fees for the period from 1 July 2024 to 30 June 2025, pro-rated for the portion of the year that the relevant director provided services.

Under their respective letters of appointment, Andrew Silverberg, Mike Rothman, Andrea Cutright, Catherine Cohen and Chantale Millard agreed to receive a portion of their respective Directors' fees as Shares in lieu of cash payment, subject to Shareholder approval being obtained at this

Meeting. The proposed issues will be a cost effective and efficient method to remunerate the Directors and preserve the Company's cash reserves.

The number of Director Fee Shares proposed to be issued to Andrew Silverberg, Mike Rothman, Andrea Cutright, Catherine Cohen and Chantale Millard is set out in Table A below.

Table A:

Director	Annual Remuneration	Total Remuneration Fees (pro-rata for service period)	Percentage that the Director has elected to be paid in Shares	Director Fees (to be converted to Director Fee Shares)	Issue Price	Number of Director Fee Shares
Andrew Silverberg (**Resolution 3**)	USD$50,000	USD$50,000	50%	AUD$38,633[1]	0.07905	488,727
Mike Rothman (**Resolution 4**)	USD$50,000	USD$45,205	50%	AUD$35,102[2]	0.07782	451,077
Andrea Cutright (**Resolution 5**)	USD$50,000	USD$8,630	50%	AUD$6,489[3]	0.08778	73,932
Catherine Cohen (**Resolution 6**)	AUD$60,000	AUD$30,246	50%	AUD$15,123	0.08262	183,046
Chantale Millard (**Resolution 7**)	AUD$100,000	USD$50,410	50%	AUD$25,205	0.08262	305,077

[1] Based on AUD:USD rate of 0.6471

[2] Based on AUD:USD rate of 0.6439

[3] Based on AUD:USD rate of 0.6649

Accordingly, Shareholder approval is sought under Resolutions 3 to 7 (inclusive) to issue and allot the Director Fee Shares to Andrew Silverberg, Mike Rothman, Andrea Cutright, Catherine Cohen and Chantale Millard for the purposes of ASX Listing Rule 10.11.

6.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company, as a listed company, must not issue or agree to issue Equity Securities to any of the following persons without the approval of the holders of its ordinary securities:

(a) A Related Party.

(b) A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company.

(c) A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so.

(d) An Associate of a person referred to in paragraphs (a) to (c) above.

(e) A person whose relationship with the Company or a person referred to in paragraphs (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

Andrew Silverberg and Mike Rothman are Related Parties of the Company by virtue of being current Directors of the Company. Therefore, the proposed issue of Director Fee Shares to Andrew Silverberg and Mike Rothman under Resolutions 3 and 4 falls within ASX Listing Rule 10.11. Given that the proposed issue does not fall within any of the exceptions in ASX Listing Rule 10.12, Shareholder approval is required under ASX Listing Rule 10.11.

Andrea Cutright, Catherine Cohen and Chantale Millard are no longer Directors of the Company and they resigned as Directors of the Company more than 6 months before the proposed issue of Director Fee Shares to them. However, their respective letters of appointment whereby they agreed to the issue of Director Fee Shares was made when they were Directors of the Company. Therefore, the proposed issue of Director Fee Shares to Andrea Cutright, Catherine Cohen and Chantale Millard under Resolutions 5 to 7 (inclusive) falls within ASX Listing Rule 10.11 as they each have a relationship with the Company that, in the ASX's opinion, warrants Shareholder approval. Given that the proposed issue does not fall within any of the exceptions in ASX Listing Rule 10.12, Shareholder approval is required under ASX Listing Rule 10.11. To this end, Resolutions 3 to 7 (inclusive) seek the required Shareholder approval to issue the Director Fee Shares to Andrew Silverberg, Mike Rothman, Andrea Cutright, Catherine Cohen and Chantale Millard under and for the purposes of ASX Listing Rule 10.11.

6.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of Director Fee Shares to Andrew Silverberg, Mike Rothman, Andrea Cutright, Catherine Cohen and Chantale Millard constitutes giving a financial benefit within the meaning of the Corporations Act.

Pursuant to section 228 of the Corporations Act, Andrew Silverberg and Mike Rothman are related parties of the Company by virtue of being Directors of the Company.

Andrea Cutright, Catherine Cohen and Chantale Millard are not considered to be related parties of the Company for the purposes of section 228 of the Corporations Act, as they resigned as Directors of the Company more than 6 months before the proposed issue of Director Fee Shares to them.

For each current Director and former Director for whom the issue of Director Fee Shares were considered (which, in all instances were in accordance with their respective letters of appointment), the other non-conflicted Directors considered the proposed issue and formed the view that the giving of this financial benefit was reasonable remuneration, especially given:

(a) the circumstances of the Company;

(b) the quantum of the Director Fee Shares (which do not represent an incentive, but reflects the actual Director fees owed to that Director); and

(c) the responsibilities held by that current Director or former Director in the Company.

Accordingly, the Company considers that the issue of Director Fee Shares to Andrew Silverberg and Mike Rothman falls within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of Resolutions 3 to 7 (inclusive). Therefore, approval under Chapter 2E of the Corporations Act is not being sought and the proposed issue of Director Fee Shares requires Shareholder approval under and for ASX Listing Rule 10.11 only.

6.4 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If any of Resolutions 3 to 7 (inclusive) are passed, the Company will be able to proceed with the proposed issue of Director Fee Shares in respect of the relevant Director or former Director to whom that specific Resolution applies.

If any of Resolutions 3 to 7 (inclusive) are not passed, the Company will not be able to proceed with the proposed issue in respect of the relevant Director or former Director to whom that specific Resolution applies, and the Company will be required to pay the Directors’ fees in cash instead.

6.5 Prescribed Information pursuant to ASX Listing Rule 10.13

The following information is provided for the purposes of the Shareholder approval sought under ASX Listing Rule 10.11, and in accordance with the requirements of ASX Listing Rule 10.13 in respect of the proposed issue of Director Fee Shares:

Name of the persons receiving the securities *10.13.1*	The Company proposes to issue the Director Fee Shares to the following persons: (i) Andrew Silverberg (or his nominee), being a current Director of the Company (Resolution 3) (ii) Mike Rothman (or his nominee), being a current Director of the Company (Resolution 4) (iii) Andrea Cutright (or her nominee), being a former Director of the Company (Resolution 5) (iv) Catherine Cohen (or her nominee), being a former Director of the Company (Resolution 6) (v) Chantale Millard (or her nominee), being a former Director of the Company (Resolution 7)
Category under ASX Listing Rule 10.11 *10.13.2*	Andrew Silverberg and Mike Rothman are Related Parties of the Company by virtue of being current Directors of the Company. Therefore, they fall within the category referred to in ASX Listing Rule 10.11.1. Their nominees (if applicable) would fall within ASX Listing Rule 10.11.4. Andrea Cutright, Catherine Cohen and Chantale Millard are no longer Directors of the Company and they resigned as Directors of the Company more than 6 months before the proposed issue of Director Fee Shares to them. However, their respective letters of appointment whereby they agreed to the issue of Director Fee Shares was made when they were Directors of the Company. Therefore, the proposed issue of Director Fee Shares to Andrea Cutright, Catherine Cohen and Chantale Millard falls within the category referred to in ASX Listing Rule 10.11.5 as they each have

	a relationship with the Company that, in the ASX's opinion, warrants Shareholder approval. Their nominees (if applicable) would fall within ASX Listing Rule 10.11.5 as well.
Number and class of securities *10.13.3*	See Table A above.
If not fully paid ordinary securities, a summary of the material terms of the securities *10.13.4*	N/A, as the Director Fee Shares will be fully paid ordinary shares in the Company.
Date of issue *10.13.5*	If Resolutions 3 to 7 (inclusive) are approved, the Company will issue the Director Fee Shares in a single tranche immediately following the Meeting and, in any event, not later than 1 month of the Meeting (or such later date as permitted by ASX).
Issue price *10.13.6*	The nominal issue price is calculated based on the Volume Weighted Average Price (**VWAP**) over the number of days each of Andrew Silverberg, Mike Rothman, Chantale Millard, Andrea Cutright, and Catherine Cohen has provided services to the Company during each 12-month period ending 30 June (or part thereof), as outlined in their respective director appointment letters. The Director Fee Shares will be granted for nil cash consideration as they will be granted as part of the Director's remuneration package, and therefore no funds will be raised from the issue of Director Fee Shares.
Purpose of the issue *10.13.7*	The proposed issue of Director Fee Shares is to be made in lieu of cash payments for Director fees.
Whether the issue is intended to remunerate or incentivise and, if so, details of the director's current total remuneration package *10.13.8*	Yes, the proposed issue of Director Fee Shares is intended to remunerate the current Directors in lieu of cash payments for director fees. Details of the current (as at the date of this Notice unless otherwise stated) total annual remuneration packages of the current Directors are set out in the table below: Director — Annual Remuneration Andrew Silverberg (Resolution 3) — USD $50,000 Mike Rothman (Resolution 4) — USD $50,000
If the securities are issued under an agreement, a summary of the material terms of the agreement *10.13.9*	Under their respective letters of appointment, each of the current Directors and former Directors (under Resolutions 3 to 7 (inclusive)) of the Company agreed to receive a portion of their respective Directors' fees as shares in lieu of a cash payment subject to Shareholder approval being obtained at the Meeting.
Voting exclusion statement *10.13.10*	A voting exclusion statement is set out under Resolutions 3 to 7 of the Notice.

Director	Annual Remuneration
Andrew Silverberg (Resolution 3)	USD $50,000
Mike Rothman (Resolution 4)	USD $50,000

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Fee Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, under ASX Listing Rule 7.2, Exception 14, the issue of Director Fee Shares to Andrew Silverberg, Mike Rothman, Andrea Cutright, Catherine Cohen and Chantale Millard will not be included in the 15% calculation of the company's annual placement capacity pursuant to ASX Listing Rule 7.1.

6.6 Directors' Recommendation

The Directors (with Andrew Silverberg and Mike Rothman abstaining on their respective Resolutions) recommend that Shareholders vote **in favour** of Resolutions 3 to 7 (inclusive), which are Ordinary Resolutions.

Voting exclusion statements are contained after each of the Resolutions. Votes cast by Shareholders contrary to the voting exclusion statements will be disregarded.

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolutions 3 to 7 (inclusive).

7. Resolution 8 – Approval of the Additional 10% Placement Facility under ASX Listing Rule 7.1A

7.1 Purpose of Resolution

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

ASX Listing Rule 7.1A states, however, that an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately $13.2m.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% Placement Facility provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

7.2 ASX Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

7.3 **ASX Listing Rule requirements – Description of ASX Listing Rule 7.1A**

(a) **Shareholder Approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at the Meeting.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of this Notice, has 147,910,438 Shares on issue and 19,455,500 unlisted Options.

(c) **Formula for Calculating the 10% Placement Facility**

ASX Listing Rule 7.1A.2 provides that eligible entities, which have obtained Shareholder approval at an annual general meeting, may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue 12-months before the date of issue or agreement:

(i) plus the number of fully paid ordinary securities issued in the 12-months under an exception in ASX Listing Rule 7.2 other than Exceptions 9, 16 or 17;

(ii) plus the number of fully paid ordinary securities issued in the 12-months on the conversion of convertible securities within ASX Listing Rule 7.2, Exception 9 where:

(A) the convertible securities were issued or agreed to be issued before the commencement of the 12-month period; or

(B) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;

(iii) plus the number of fully paid ordinary securities issued in the 12-months under an agreement to issue securities within ASX Listing Rule 7.2, Exception 16 where:

(A) the agreement was entered into before the commencement of the 12-month period; or

(B) the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;

(iv) plus the number of any other fully paid ordinary securities issued in the 12-months with approval under ASX Listing Rule 7.1 or 7.4;

(v) plus the number of partly paid ordinary securities that became fully paid in the 12-months; and

(vi) less the number of fully paid ordinary securities cancelled in the 12-months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12-months where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

(d) **ASX Listing Rules 7.1 and 7.1A**

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to its 15% placement capacity under ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 7.1, as at the date of the Notice, the Company currently has on issue 147,910,438 Shares and the capacity to issue 22,186,565 Equity Securities.

Under ASX Listing Rule 7.1A, the additional 10% capacity will increase the total number of Equity Securities that can be placed without Shareholder approval to 14,791,043 for the next 12 months.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to paragraph (c) above).

(e) **Minimum Issue Price**

The Equity Securities issued must only be for cash consideration and not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Meeting at which the approval is obtained and expires on the earliest to occur of:

(i) the date that is 12 months after the date of the Meeting at which approval is obtained;

(ii) the time and date of the Company's next annual general meeting; or

(iii) the time and date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

7.4 Effect of ASX Listing Rule 7.1A

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

7.5 Specific information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, information is provided as follows:

(a) **Minimum price** - See paragraph 7.3(e) above.

(b) **Risk** - If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' **ec**onomic and voting power in the Company will be diluted. The potential dilution effect is illustrated in the table below.

There is a risk that:

(i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue than on the date of the approval under ASX Listing Rule 7.1A; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities under ASX Listing Rule 7.1A.

(c) **Dilution** - The table below sets out the potential dilution of existing Shareholders calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table shows:

(i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of:

(A) issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer); or

(B) future issues of ordinary securities that are made with approval by Shareholders under ASX Listing Rule 7.1; or

(C) future issues of ordinary securities that are made without approval and within the 15% issue capacity under ASX Listing Rule 7.1; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on issue (Variable "A" in ASX Listing Rule 7.1A.2)	**Dilution**			
	No. of Shares issued under 10% placement capacity (10% voting dilution)	**Issue price**		
		$0.045	**$0.089**	**$0.178**
		Issue price at 50% decrease to current price	**Issue price at current price**	**Issue price at 50% increase in current price**
		Funds raised		
Current Shares 147,910,438	14,791,043	$658,201	$1,316,403	$2,632,806
50% increase to the current Shares 221,865,657	22,186,565	$987,302	$1,974,604	$3,949,209
100% increase to the current Shares 295,820,876	29,582,087	$1,316,403	$2,632,806	$5,265,611

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1 or without approval under the ASX Listing Rule 7.1 15% issue capacity.

The table has been prepared on the following assumptions:

(i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(ii) No convertible securities are converted into Shares before the date of the issue of the Equity Securities.

(iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

(v) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

(vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

(vii) The issue price is $0.089, being the closing price of Shares on the ASX on 7 October 2025.

(d) **Period of approval** - The Company will only issue the Equity Securities during the 10% Placement Period. The approval of this Resolution for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change of the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

(e) **Purpose of issue** - The Company may seek to issue the Equity Securities in consideration for cash only. In such circumstances, the Company intends to use the funds raised towards the continued growth of the Company's business operations (including client growth) and general working capital.

(f) **Disclosure obligations** - The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4. Namely, upon issue of any Equity Securities:

(i) it will state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and

(ii) give to the ASX immediately after the issue a list of names of the persons to whom the Company issued the Equity Securities and the number issued to each.

(g) **Allocation policy** - The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issues in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

(h) **Issues in prior 12 months** - The Company confirms that no Shares have been issued or agreed to be issued under ASX Listing Rule 7.1A in the 12 months preceding the Meeting.

(i) **Voting Exclusion statement** - A voting exclusion statement is included in the Notice of Annual General Meeting. As at the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in an issue of Equity

Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

7.6 **Directors' recommendations and interests**

The Board recommends that Shareholders vote in favour of this Resolution.

This Resolution is a Special Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

8. Glossary

Term	Meaning
$	Australian dollars.
10% Placement Facility	means a company's ability to issue Equity Securities up to a further 10% of its issued capital through placements over a 12-month period after the relevant annual general meeting under ASX Listing Rule 7.1A. This is in addition to its 15% placement capacity under ASX Listing Rule 7.1.
AEDT	Australian Eastern Daylight Time.
Annual Report	means the 2025 Annual Report to Shareholders for the financial year ended 30 June 2025 as lodged by the Company with ASX on 21 August 2025.
ASIC	means Australian Securities and Investment Commission.
Associate	has the meaning given to it by the ASX Listing Rules.
ASX	ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX.
ASX Listing Rules	means the listing rules of ASX, as amended from time to time.
Auditors' Report	means the auditors' report of William Buck dated 21 August 2025 as included in the Annual Report.
Automic	means the Company's Share Registry provider Automic Pty Ltd.
Board	means the board of Directors of the Company.
Business Day	means: • for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and • for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Sydney, New South Wales.
Chair	means the person appointed to chair the Meeting convened by this Notice.
Closely Related Party	"Closely Related Party" of a member of the Key Management Personnel of the Company has the meaning ascribed to it in the Corporations Act, and the expression includes, for example, certain Key Management Personnel's family members, dependents and companies they control.
Company	Tinybeans Limited ACN 168 481 614.
Constitution	means the constitution of the Company as at the date of this Notice.
Corporations Act	means the *Corporations Act 2001* (Cth).
Director	means a director of the Company.

Director Fee Shares	means the Shares proposed to be issued to Andrew Silverberg, Mike Rothman, Andrea Cutright, Catherine Cohen and Chantale Millard, being current Directors and former Directors, in lieu of cash payments for Directors' fees for the period from 1 July 2024 to 30 June 2025, pro-rated for the portion of the year that the relevant director provided services, as set out in section 6.1 of the Explanatory Statement.
Directors' Report	means the document entitled "Directors' Report" contained within the Annual Report.
Equity Security	has the same meaning as set out in Chapter 19 of the ASX Listing Rules and Equity Securities has a corresponding meaning.
Explanatory Statement	means the explanatory statement accompanying the Notice.
Financial Report	has the meaning given to that term in section 3.1 of the Explanatory Statement.
Glossary	means this glossary contained in section 8 of the Explanatory Statement.
Key Management Personnel	has the definition given in *Accounting Standards AASB 124 Related Party Disclosure* as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.
Meeting	means the Annual General Meeting of the Company to be held on 19 November 2025.
Notice	means the Notice of Meeting comprising of the Notice of Annual General Meeting and the Explanatory Statement.
Notice of Annual General Meeting	means the Notice of Annual Geenral Meeting that contains the Resolutions to be put forward to the Shareholders at the Meeting for approval.
Ordinary Resolution	means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.
Proxy Form	means the proxy form attached to this Notice.
Related Party	has the meaning given to that term in the ASX Listing Rules.
Remuneration Report	means the Remuneration Report set out on pages 8 to 14 of the Company's Annual Report.
Resolution	means a resolution set out in the Notice of Annual General meeting.
Share	means a fully paid ordinary share in the Company.
Share Registry	means Automic.
Shareholders	means the shareholders of the Company.
Special Resolution	means a resolution passed by at least 75% of the votes cast by members entitled to vote on the Resolution.
Statement of Cashflows	means the consolidated Statement of Cashflows for the Company for the year ended 30 June 2025.
Statement of Financial Performance	means the consolidated statement of Profit or Loss and Other Comprehensive Income for the Company for the year

	ended 30 June 2025 contained within the Annual Financial Report.
Trading Day	has the meaning vien in the ASX Listing Rules.
VWAP	means volume weighted average price.

Any inquiries in relation to the Resolutions or the Explanatory Statement should be directed to the Company Secretary by email to adam.gallagher@tinybeans.com tinybeans

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Tinybeans Group Ltd | ABN 46 168 481 614

Your proxy voting instruction must be received by **10:00am (AEDT) on Monday, 17 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at
https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Tinybeans Group Ltd, to be held virtually at **10:00am (AEDT) on Wednesday, 19 November 2025** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3, 4, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Director – Andrew Silverberg			
3	Approval for the issue of Shares in lieu of fees to Director, Andrew Silverberg, under ASX Listing Rule 10.11			
4	Approval for the issue of Shares in lieu of fees to Director, Mike Rothman, under ASX Listing Rule 10.11			
5	Approval for the issue of Shares in lieu of fees to former Director, Andrea Cutright, under ASX Listing Rule 10.11			
6	Approval for the issue of Shares in lieu of fees to former Director, Catherine Cohen, under ASX Listing Rule 10.11			
7	Approval for the issue of Shares in lieu of fees to former Director, Chantale Millard, under ASX Listing Rule 10.11			
8	Approval of Additional 10% Placement Facility under ASX Listing Rule 7.1A			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).