

7 June 2023

tinyBuild, Inc

("tinyBuild" or the "Company")

Posting of Annual Report and Notice of AGM

tinyBuild, a premium video games publisher and developer with global operations, is pleased to announce that the Company's Annual Report and Financial Statements for the year ended 31 December 2022 ("Annual Report") is now available to view on the Company's website at: www.tinybuildinvestors.com.

The Company's Annual General Meeting ("AGM") is scheduled to be held at Memery Crystal, 165 Fleet Street, London EC4A 2DY at 4pm on Tuesday 29 June 2023. The Company will post the notice of AGM shortly, together with printed copies of the Annual Report to shareholders who requested hard copies.

The purpose of the Annual General Meeting is to consider and, if thought fit, pass the following Resolutions, of which Resolutions 1 to 4 will be proposed as Ordinary Resolutions and Resolutions 5 and 6 will be proposed as Special Resolutions:

Resolution 1 - Adoption of the Annual Report and Consolidated Financial Statements for the year ended 31 December 2022 ("Annual Report")

The Annual Report of the Company for the year ended 31 December 2022 was sent to stockholders at the same time as this notice of AGM, and is available on the Company's website:

www.tinybuildinvestors.com/documents-and-presentations

Resolution 2 - The re-appointment of Grant Thornton LLP as auditor to the Company and authority for the Board to set the auditors' remuneration on an advisory basis

The Company is required to appoint auditors at each AGM at which the accounts are laid before the Company, to hold office until the conclusion of the next such meeting. Grant Thornton LLP was appointed by the Board as independent registered public accounting firm of the Company. The Audit Committee of the Board (the "**Audit Committee**") has reviewed the independence, effectiveness and objectivity of Grant Thornton LLP, on behalf of the Board, who now propose their re-appointment as auditors of the Company. This Resolution 2 also authorises the Board, in accordance with standard practice, to negotiate and agree the remuneration of the auditors.

Although stockholder approval of this appointment is not required by law and is not binding on the Company, if our stockholders do not ratify the appointment of Grant Thornton LLP, the Audit Committee will consider the failure to ratify the appointment when appointing an independent registered public accounting firm for the following year. Even if our stockholders ratify the appointment of Grant Thornton LLP, the Audit Committee may, in its sole discretion, terminate such engagement and direct the appointment of another independent registered public accounting firm at any time during the year, although it has no current intention to do so.

Resolutions 3-4 - Re-election of Class III Directors

The Second Amended and Restated Bylaws of the Company state that at the annual meeting, directors shall be elected as set forth in the Certificate of Incorporation of the Company, (the "**Certificate**"). The Certificate requires that the Board shall be classified, with respect to the term for which they severally hold office, into three classes, designated Class I, Class II and Class III, respectively. Each class shall consist, as nearly as possible, of one-third of the total number of authorized Board. The initial Class II Directors served for a term expiring at the annual meeting of stockholders held in 2022 at which time they were re-elected, the initial Class III Directors shall serve for a term expiring at the annual meeting of stockholders to be held in 2023 and the initial Class I Directors shall serve for a term expiring at the annual general meeting to be held in 2024. The Board recommend to the stockholders that these directors are elected.

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The following directors are Class III Directors, who shall stand for re-election at the AGM:

- Alex Nichiporchik; and
- Nick van Dyk.

Biographical details of all the directors standing for re-election as at the date of this notice are set out in the appendix to the notice of AGM and appear on the corporate information section of the Company's website.

Resolution 5 - Authority to allot Common Stock for the purpose of Capital Investment and disapplication of pre-emption rights

The Board is seeking shareholder authorisation to execute non-pre-emptive issues of equity securities to allow the Company to finance expansion opportunities as and when they arise in connection with acquisitions or other capital investments of a kind contemplated by the Pre-Emption Group's Statement of Principles, as updated in November 2022 (each, a "**Capital Investment**").

This Resolution 5 grants the Board authority, in accordance with Article IV, Paragraph 3 of the Certificate, to non-pre-emptively issue New Securities (as such term is defined in the Certificate) up to a maximum of 67,279,818 shares of Common Stock (equal to 33% of the Company's issued and outstanding Common Stock as at 6 June 2023 (excluding any treasury shares)) for the purposes of (a) raising cash to fund, (b) financing (or refinancing, if the authority is to be used within six months of the original transaction), and (c) exchanging as consideration for a transaction the Board determines to be a Capital Investment, subject to the following limitations:

- (a) a maximum of 20,387,823 shares of Common Stock may be issued for the purposes of raising cash to fund Capital Investment(s). This amount is equal to 10% of the Company's issued and outstanding Common Stock as at 6 June 2023 (excluding any treasury shares); and
- (b) a maximum of 20,387,823 shares of Common Stock may be issued for the purposes of obtaining financing for Capital Investment(s). This amount is equal to 10% of the Company's issued and outstanding Common Stock as at 6 June 2023 (excluding any treasury shares).

The Board does not have any present intention of exercising the authorities conferred by this Resolution 5, but the Board considers it desirable that the specified amount of authorised, but unissued share capital is available for issue so that it can more readily take advantage of possible opportunities.

The authority given by this Resolution 5 will (unless previously renewed or revoked) expire on the date that is the earliest of either (such date, the "**Expiration Date**")

- i) the conclusion of the next AGM of the Company; and
- ii) 31 October 2024.

Resolution 6 - The Acquisition of Shares by a Stockholder holding more than 30% of the Common Stock of the Company

In accordance with Delaware General Corporate Law and notwithstanding Article XII, Section E, Paragraphs 1 and 2 of the Certificate, this Resolution 6 grants the approval of the future acquisition of additional shares by Alex Nichiporchik, and/or persons acting in concert with Mr Nichiporchik ("**Concert Parties**"), without incurring an obligation to extend an Offer to the holders of all issued and outstanding capital stock of the Company in accordance with Section E of Article XII, of up to 45% of the Company's Common Stock as of 29 June, 2023 for a period of two years, ending on 29 June 2025, in one or more transactions. Neither Mr Nichiporchik nor any Concert Parties will be entitled to vote on this Resolution 6.

Mr Nichiporchik and Concert Parties do not have a present intention to purchase additional shares of Common Stock, as contemplated by this Resolution 6. However, the Board considers it in the best interests of the Company to seek Stockholder approval prospectively so that Mr Nichiporchik and Concert Parties may take advantage of opportunities to increase their holding of Company Common Stock when and if such opportunities are presented.

Shareholders should note that Luke Burtis is no longer considered to be a member of the concert party following the Company's announcement released at 7am today.

Action to be taken

tinyBuild Inc. is not sending out a Form of Proxy this year with this Notice of Annual General Meeting. Stockholders are being encouraged to vote online by logging on to www.signalshares.com and following the instructions given.

Stockholders can appoint a proxy by logging on to www.signalshares.com and selecting the "Proxy Voting" link, lodging a proxy appointment by using the CREST Proxy Voting Service or requesting a hard copy proxy form by contacting our Registrars, Link Group, on 0371 664 0391 from the UK (Calls are charged at the standard geographic rate and will vary by provider) or +44 371 664 0391 from outside the UK (calls chargeable at the applicable international rate) and returning it to the address shown on the form.

If your holding of Common Stock is by way of dematerialised depository interests representing underlying Common Stock ("Depository Interests"), you can vote through the CREST system.

Board recommendation

The Board considers that the Resolutions are in the best interests of the Company and its stockholders as a whole and are most likely to promote the success of the Company. Accordingly, the Board unanimously recommends that stockholders vote in favour of Resolutions 1 through 6 to be proposed at the AGM.

For further information, please contact:

tinyBuild, Inc

Alex Nichiporchik - Chief Executive Officer and co-founder
Antonio Jose Assenza - Chief Financial Officer
Giasone (Jaz) Salati - Head of M&A and IR

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About tinyBuild:

Founded in 2013, tinyBuild (AIM: TBLD) is a global video games publisher and developer, with a catalogue of more than 70 premium titles across different genres. tinyBuild's strategy is to focus on its own intellectual property (IP) to build multi-game and multimedia franchises, in partnership with developers.

tinyBuild is headquartered in the USA with operations stretching across the Americas and Europe. The Group's broad geographical footprint enables the Company to source high-potential IP, access cost-effective development resources, and build a loyal customer base through its innovative grassroots marketing.

tinyBuild was admitted to AIM, a market by the London Stock Exchange, in March 2021.

For further information, visit: www.tinybuildinvestors.com.

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