

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This document gives notice of the tinyBuild Inc. 2023 annual general stockholders' meeting ("**AGM**") and sets out resolutions to be voted on at the meeting. If you are in any doubt as to the action you should take, it is recommended that you seek your own advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

You are receiving this notice of the AGM because you are listed as a holder of record of tinyBuild Inc. Common Stock, par value \$0.001 per share ("**Common Stock**"), on 6 June, 2023 (the "**Record Date**"), which is the record date set for the AGM. Only holders of Common Stock as of the Record Date are entitled to vote at the AGM. If subsequent to the Record Date you have sold or have sold or otherwise transferred all your Common Stock, you may send this document together with the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you sell or have sold only part of your holding of Common Stock, you should retain this document and the accompanying documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

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# **tinyBuild Inc.**

*(Incorporated in the State of Delaware, United States with registered number 6522473)*

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Notice of the AGM to be held at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY on Tuesday 29 June 2023 at 4 p.m. BST is set out on pages 6 to 11 of this document.

Stockholders can appoint a proxy by logging on to [www.signalshares.com](http://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 the tinyBuild Inc.'s 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.

The 2023 AGM will be held in the normal way and stockholders will be invited to attend in person. Although, this AGM is an open meeting, the Board of Directors of the Company (the "**Board**") encourages stockholders to submit proxy forms online at [www.signalshares.com](http://www.signalshares.com) or, where relevant, by using the CREST Proxy Voting Service, and to appoint the Chair of the AGM as their proxy with their voting instructions. Further, it encourages Stockholders to submit any question that they would like to be answered by sending it, together with their names as shown on the Company's register of members and the number of shares held, to the following email address: [investorrelations@tinybuild.com](mailto:investorrelations@tinybuild.com) so that it is received by no later than Tuesday 22 June 2023 at 12.00 p.m. BST. Please insert "AGM – Stockholder Questions" in the subject header box of your email. The Company will endeavour to respond to all questions either on the Company's website or individually.

# Letter from the Chair of tinyBuild Inc.

*(Incorporated in the State of Delaware, United States with registered number 6522473)*

(the “Company”)

## Directors:

Henrique Olifiers	Non-Executive Chairman
Alex Nichiporchik	Chief Executive Officer
Tony Assenza	Chief Financial Officer
Neil Catto	Non-Executive Director
Nick van Dyk	Non-Executive Director

## Registered Office:

1209 Orange Street  
Wilmington  
New Castle  
Delaware  
USA

7 June 2023

Dear Stockholder,

## **AGM**

This letter sets out details of the Company’s AGM which is to be held at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY on 29 June 2023 at 4:00 p.m. BST. The formal notice of the AGM is given on pages 6 to 11 of this document and summary details of the Resolutions to be proposed at the AGM are set out below.

The Company’s issued and outstanding share capital as of the close of business on 6 June 2023 (the “**Record Date**”) was 203,878,238 shares of Common Stock of the Company, par value \$0.001 per share (“**Common Stock**”), carrying one vote each.

## **Resolutions to be proposed at the AGM**

The resolutions to be proposed at the AGM are as follows:

### **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](http://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.

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.

### **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](http://www.signalshares.com) and following the instructions given.

Stockholders can appoint a proxy by logging on to [www.signalshares.com](http://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.

Yours faithfully

Henrique Olifiers

Chair of the Board of tinyBuild Inc.

# tinyBuild Inc.

*(Incorporated in the State of Delaware, United States with registered number 6522473)*

(the “Company”)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 Annual General Meeting of the Company will be held at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY at 4 p.m. BST on 29 June 2023 for the purpose of considering and, if thought fit, passing the following resolutions.

### Ordinary Resolutions

1. **THAT** the Company’s Annual Report and Consolidated Financial Statements for the year ended 31 December 2022 be received and adopted.
2. **THAT** Grant Thornton LLP are re-appointed as auditor of the Company to hold office until the end of the next general meeting at which accounts are laid before the members of the Company and that the Board is hereby authorised to set the auditors’ remuneration.
3. **THAT** Alex Nichiporchik, being a Class III director in accordance with the Company’s Third Amended and Restated Certificate of Incorporation (the “**Certificate**”) be re-elected as a Director of the Company.
4. **THAT** Nick van Dyk, being a Class III director in accordance with the Certificate be re-elected as a Director of the Company.

### Special Resolutions

5. **THAT**, in substitution for all existing and previously unexercised authorities, the Board of Directors of the Company (the “**Board**”) shall be hereby generally and unconditionally authorised in accordance with Article IV, Paragraph 3 of the Certificate to exercise all the powers of the Company to non-pre-emptively issue New Securities (as such term is defined in the Certificate) equal to 33% of the Company’s issued and outstanding Common Stock as at 6 June 2023 (excluding any treasury shares), representing 67,279,818 shares of Common Stock. Such authority shall 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**”).

Such non-pre-emptive issuances shall be for the purposes of raising cash to fund, financing (or refinancing, if the authority is to be issued within six months of the original transaction) and exchanging as consideration for a transaction the Board determines to be a Capital Investment, and shall be 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 authorisation set forth above related to the issuance of New Securities shall (unless previously renewed or revoked) expires on the date that is the earliest of either (i) the end of the next AGM of the Company and (ii) 31 October 2024 (such date, the “Expiration Date”); provided, that the Company may before the Expiration Date make an offer or agreement which would or might require New Securities to be issued or sold after the Expiration Date and the Board may issue such New Securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

6. **THAT**, notwithstanding Article XII, Section E, Paragraphs 1 and 2 of the Certificate, the acquisition of additional shares by Alex Nichiporchik, and/or persons acting in concert with Mr Nichiporchik (“**Concert Parties**”) of up to 45% of the Company’s issued and outstanding Common Stock, calculated as of 29 June 2023, from other Stockholders be and hereby authorised by the Stockholders without their further notice or consent, provided that:
- a. the approval given under this Resolution 6 shall expire after a period of two years, ending on 29 June 2025; and
  - b. should Mr Nichiporchik or Concert Parties acquire Common Stock pursuant to this Resolution 6, neither Mr Nichiporchik, nor Concert Parties nor the Company shall be required to make an offer to any or all of the remaining Stockholders to acquire their shares.

The Company is a United States corporation incorporated in the State of Delaware with registered number 6522473. The shares of Common Stock have not been registered under the U.S. Securities Act of 1933, as amended, and constitute a “restricted security” as defined in Rule 144 under the U.S. Securities Act of 1933. The date for determination of stockholders entitled to notice of, and to vote at, the meeting or any postponement or adjournment thereof is the close of business on 6 June, 2023.

Stockholders of record as of the close of business on 6 June 2023 are permitted to attend the AGM. All are encouraged to deliver a proxy to have their shares voted at the AGM and otherwise to act in accordance with instructions in the notes provided with this Notice to ensure the representation of their interests.

By Order of the Board

Antonio Assenza  
Company Secretary

6 June 2023

1209 Orange Street  
Wilmington  
New Castle  
Delaware  
USA

## Notice of AGM Notes:

The Board:

- encourages stockholders to submit their votes via proxy as early as possible via [www.signalshares.com](http://www.signalshares.com), and stockholders should appoint the Chair of the meeting as their proxy. If a stockholder appoints someone else as their proxy, that proxy may not be able to attend the AGM in person or cast the stockholder's vote;
- proposes that voting at the meeting will be conducted by means of a poll on all resolutions, with each stockholder having one vote for each share held, thereby allowing all those proxy votes submitted and received prior to the AGM to be counted;
- encourages you to submit any question that you would like to be answered by sending it, together with your name as shown on the Company's register of stockholders and the number of shares held, to the following email address: [investorrelations@tinybuild.com](mailto:investorrelations@tinybuild.com) so that it is received by no later than 12.00 p.m. BST on 13 June 2023. Please insert "AGM – Stockholder Questions" in the subject header box of your email. The Company will endeavour to respond to all questions either on the Company's website or individually.

The following notes explain your general rights as a stockholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

1. To be entitled to vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), stockholders must be stockholders of record at close of trading on 6 June 2023, the record date for the AGM.
2. At least 10 days prior to the AGM, a complete list of stockholders entitled to vote at the AGM shall be made available for examination by contacting [investorrelations@tinybuild.com](mailto:investorrelations@tinybuild.com) address.
3. Stockholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A stockholder may appoint more than one person to act as his or her proxy in relation to the AGM. A proxy need not be a stockholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by both holders will be accepted.
5. A vote withheld or an abstention is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is appropriately put before the AGM.
6. The vote required to approve each resolution is set forth below:
  - Resolution 1: The majority of the voting power of the shares of Common Stock present in person or represented by proxy at the AGM.
  - Resolution 2: The majority of the voting power of the shares of Common Stock present in person or represented by proxy at the AGM.
  - Resolutions 3 and 4: Directors shall be elected by a majority of the votes of the shares of Common Stock present in person or represented by proxy at the AGM.
  - Resolutions 5: Affirmative vote of at least seventy-five percent (75%) of the shares present in person or represented by proxy at the AGM and entitled to vote on the matter.



- Resolution 6: Affirmative vote of at least seventy-five percent (75%) of the shares present in person or represented by proxy at the AGM and entitled to vote on the matter. Alex Nichiporchik and Concert Parties (if any) shall not be entitled to vote on this Resolution 6.

7. You can vote either:

- by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions; or
- by requesting a hard copy form of proxy directly from the registrars, Link Group (previously called Capita), on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m. BST, Monday to Friday excluding public holidays in England and Wales; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 10 below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 4 p.m. BST on 27 June 2023.

8. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all stockholders and those who use them will not be disadvantaged.
9. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent stockholders from attending the AGM and voting in person if they wish to do so.
10. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & International Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (ID RA10) by 4.00 p.m. BST on 27 June 2023. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member

concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

14. If your holding of Common Stock is by way of Depository Interests, you can vote through the CREST system. The instructions submitted via the CREST system must be received by the Company's agent Link Group by 4 p.m. BST on 26 June 2023.
15. Holders of Depository Interests cannot vote in person at the AGM or any adjournment or postponement thereof. Holders of Depository Interests are therefore requested to vote through CREST in accordance with paragraph 11 above. Holders of Depository Interests wishing to attend the AGM should contact the depository at PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom or email to [nominee.enquires@linkgroup.co.uk](mailto:nominee.enquires@linkgroup.co.uk) in order to request a Letter of Representation by no later than 4 p.m. BST on 26 June 2023.
16. As at 6 June 2023, the record date for the AGM, there were 03,878,238 issued and outstanding shares of Common Stock, carrying one vote each. Therefore, the total voting rights in the Company as at 6 June 2023 are 03,878,238.

## Appendix

### **Alex Nichiporchik**

#### Chief Executive Officer

Alex founded tinyBuild in 2013. Alex has over 18 years of experience working in the video games and marketing sectors. Having started out as pro-gamer, Alex then moved to become a games journalist, then games producer and finally a marketing executive. This combination of experience enabled Alex to kickstart tinyBuild. Prior to, and since, founding tinyBuild, Alex has accumulated invaluable expertise in games development and publishing. Alex's proficiency in selecting and enhancing IP has been imperative in tinyBuild's success to date.

### **Nick van Dyk**

#### Non-Executive Director

Nick van Dyk is Chief Strategy Officer of Nexon Corp. and President of its Film & Television division. Previously, he has been a partner in Bain & Company's Media Practice, President of Activision Blizzard Studios, and SVP of Corporate Strategy at The Walt Disney Company, where he played major roles in the acquisitions of Pixar, Marvel and Lucas. He holds a BA from UCLA, and an MBA from the Harvard Business School.

