

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This document gives notice of the tinyBuild, Inc. 2021 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 1 July 2021 (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 Shares, 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 Memery Crystal Limited, 165 Fleet Street, London EC4A 2DY on 26 July 2021 at 4 p.m. BST is set out on pages 4 to 5 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 continuing coronavirus (COVID-19) pandemic has led to the imposition of severe restrictions on public gatherings which may not have been lifted by the date of the AGM. The AGM venue may therefore be closed on the date of the AGM. tinyBuild, Inc. (the "**Company**") therefore notifies its stockholders that physical attendance in person at the AGM will in all likelihood not be possible, in which case the meeting will take place with the minimum necessary quorum stockholders (being, holders present in person or by proxy equal to one-third of the Company's outstanding shares of Common Stock as of the Record Date, where attendance in person shall be limited to two stockholders), which will be facilitated by the Company in line with the UK Government's social distancing advice as at that time. Facility will be made to enable stockholders to listen to the proceedings of the AGM online. The final arrangements will be published on the Company's website at <https://www.tinybuildinvestors.com/agm-information>, one week prior to the AGM.

In light of these circumstances, 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 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 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 23 July 2021 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 Olifers	Non-Executive Chairman
Alex Nichiporchik	Chief Executive Officer
Luke Burtis	Chief Operating 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

2 July 2021

Dear Stockholder,

## AGM

This letter sets out details of the Company's AGM which is to be held at Memery Crystal Limited, 165 Fleet Street, London EC4A 2DY on 26 July 2021 at 4:00 p.m. BST. The formal notice of the AGM is given on pages 4 to 5 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 1 July 2021 (the "Record Date") was 201,744,118 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 2020 ("Annual Report")

The Annual Report of the Company for the year ended 31 December 2020 was sent to shareholders 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 Company 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 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 I 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 I Directors shall serve for a term expiring at the AGM, the initial Class II Directors shall serve for a term expiring at the annual meeting of stockholders to be held in 2022, and the initial Class III Directors shall serve for a term expiring at the annual meeting of stockholders to be held in 2023. The Board recommend to the stockholders that these directors are elected.

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

- Antonio Assenza; and
- Neil Catto.

#### **Resolution 5 – Disapplication of pre-emption rights in the Certificate**

If the Board desires to allot unissued shares or other equity securities, the Certificate provides that unless otherwise determined in a meeting of stockholders by the affirmative vote of at least seventy-five percent (75%) of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter, each stockholder shall have a pre-emptive right to subscribe for its pro rata share of shares.

This resolution asks stockholders to grant the Board authority to sell or issue New Securities (as such term is defined in the Certificate) in an amount not to exceed, on an as-converted to Common Stock basis, 66,575,558 Common Stock, which equals 33% of the Company's issued and outstanding Common Stock (excluding any treasury shares) as of 1 July 2021, without first offering the securities to existing shareholders; and subject to only: (a) 5% being used for the sale or issue of New Securities for cash on an unrestricted basis; and (b) 5% being used for the sale or issue of New Securities for cash for an acquisition or other capital investment.

The disapplication will expire at the conclusion of the next AGM or, if earlier, 31 December 2022.

The authority provides the Company with the flexibility to sell or issue capital stock of the Company or other securities without first offering such securities to existing stockholders; however, the authority will only be exercised if the Board considers it to be in the best interests of the Company at the time.

#### **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 to 5 to be proposed at the AGM.

Yours faithfully

Henrique Olifers

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 Annual General Meeting of the Company will be held at Memery Crystal Limited, 165 Fleet Street, London EC4A 2DY at 4 p.m. BST on 26 July 2021 for the purpose of considering and, if thought fit, passing the following resolutions.

1. **THAT** the Company's Annual Report and Consolidated Financial Statements for the year ended 31 December 2020 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** Antonio Assenza, being a Class I 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** Neil Catto, being a Class I director in accordance with the Certificate be re-elected as a Director of the Company.
5. **THAT**, the Board of Directors of the Company (the "**Board**") shall be authorised to issue or sell New Securities (as defined in the Certificate) as if Article IV, Section 3 of the Certificate did not apply, provided that:
  - a. this power shall be limited to the issuance or sale of New Securities (as such term is defined in the Certificate) in an amount not to exceed, on an as-converted to Common Stock basis, 66,575,558 Common Stock, which equals 33% of the Company's issued and outstanding Common Stock (excluding any treasury shares) as of 1 July 2021 ("**Issuance Cap**"); and
  - b. only up to:-
    - i. 10,087,205 Common Stock (which equals 5% of the Company's issued and outstanding Common Stock (excluding any treasury shares) as of 1 July 2021) of the Issuance Cap being used to issue or sell New Securities for cash; and
    - ii. 10,087,205 Common Stock (which equals 5% of the Company's issued and outstanding Common Stock (excluding any treasury shares) as of 1 July 2021) of the Issuance Cap being used to issue or sell New Securities for cash only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, and
  - c. the authorisations set forth above in paragraphs (a) and (b) of this resolution related to the issuance of New Securities shall (unless previously renewed or revoked) expire on the date that is the earliest of either (such date, the "Expiration Date") (i) the end of the next AGM of the Company and (ii) 31 December 2022; 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.

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 US 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 1 July 2021.

Stockholders of record as of the close of business on 1 July 2021 are permitted to attend the AGM. However, given the ongoing COVID-19 pandemic, we understand that stockholders may prefer to listen to the proceedings of the AGM online instead. 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

2 July 2021

1209 Orange Street  
Wilmington  
New Castle  
Delaware  
USA

**Notice of AGM Notes:**

The continuing COVID-19 pandemic has led to the imposition of severe restrictions on public gatherings which may or may not have been lifted by the date of the AGM.

The AGM venue is likely to be closed on the date of the AGM. The Company therefore wishes to notify its stockholders that physical attendance in person at the AGM will, in all likelihood, not be possible, in which case the meeting will take place with the minimum necessary quorum of stockholders, which will be facilitated by the Company in line with the UK Government's social distancing guidelines as at that time.

Pending further developments, 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 meeting 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 23 July 2021. 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.

In order to reduce the risk of infection, there will be no presentations from the Board, the AGM will end immediately following the formal business of the meeting and there will be no refreshments. The Company is taking these precautionary measures to comply with the enhanced restrictions on travel and public gatherings imposed by the UK Government and to safeguard its stockholders' and employees' health and to make the meeting as safe and as efficient as possible. The Company will take such further steps as are required with the health and wellbeing of its stockholders and employees in mind.

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 1 July 2021, 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.
  - Resolution 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.

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 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 4 p.m. BST on 24 July 2021.

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 a stockholder from attending the AGM and voting in person if he/she wishes to do so.
10. 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/site/public/EUI](http://www.euroclear.com/site/public/EUI)). 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.
11. 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 & Ireland 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 12.00 p.m. BST on xx July 2021. 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.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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.

13. 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 24 July 2021.
14. 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 24 July 2021.
15. As at 1 July 2021, the record date for the AGM, there were 201,744,118 issued and outstanding shares of Common Stock, carrying one vote each. Therefore, the total voting rights in the Company as at 1 July 2021 are 201,744,118.

