

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This document gives notice of the tinyBuild Inc. 2025 annual 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 13 May, 2025 (the "**Record Date**"), which is the record date set for determining the stockholders of tinyBuild Inc. entitled to notice of and to vote at 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 sell 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 Greenberg Traurig, LLP, Level 8, The Shard, 32 London Bridge Street, London SE1 9SG on Tuesday, 3 June 2025 at 2:00 p.m. (BST) is set out on pages 15 to 18 of this document.

Stockholders (as defined below) can appoint a proxy by using the Investor Centre app or by accessing the web browser at <https://uk.investorcentre.mpms.mufig.com/> or requesting a hard copy proxy form by contacting tinyBuild Inc.'s Registrar, MUFG Corporate Markets, by email at [shareholderenquiries@cm.mpms.mufig.com](mailto:shareholderenquiries@cm.mpms.mufig.com) or 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 2025 AGM will be held in the normal way and stockholders are invited to attend in person. Although this AGM is an open meeting for holders of Common Stock on the Record Date (collectively, "**Stockholders**") or their duly authorized proxy holders, the Board of Directors of the Company (the "**Board**") encourages Stockholders to submit proxy forms online at <https://uk.investorcentre.mpms.mufig.com/> or, where relevant, by using the CREST Proxy Voting Service, and to appoint the Chairperson of the AGM (the "**Chair**") as their proxy with their voting instructions. Further, the Board 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 share register 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, 27 May 2025 at 2 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
Giasone (Jaz) Salati	Chief Financial Officer
Neil Catto	Non-Executive Director
Nick van Dyk	Non-Executive Director

## Registered Office:

**1239 120th Ave NE, WA,  
Suite A  
Bellevue  
98005  
USA**

14 May 2025

Dear Stockholder,

## **AGM**

This letter sets out details of the Company’s 2025 annual stockholders’ meeting (“**AGM**”) which is to be held at the offices of Greenberg Traurig, LLP, Level 8, The Shard, 32 London Bridge Street, London SE1 9SG on Tuesday, 3 June 2025 at 2:00 p.m. (BST). The formal notice of the AGM is given on pages 15 to 18 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 13 May 2025 (the “**Record Date**”) was 397,219,319 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 to be voted on by the stockholders of the Company as of the Record Date (the “**Stockholders**”) at the AGM are as follows:

### **Resolution 1 - Adoption of the Annual Report and Consolidated Financial Statements for the year ended 31 December 2024 (the “Annual Report”)**

The Annual Report of the Company for the year ended 31 December 2024 was sent to stockholders shortly after publication of 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 Company’s Board of Directors 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 of Directors of the Company (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. 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 and 4 – The amendments of the Second Amended and Restated Bylaws of the Company and the Third Amended and Restated Certificate of Incorporation of the Company**

The Company is committed to strong corporate governance, and supports the principles of the Quoted Companies Alliance (QCA) Corporate Governance Code and conformity to Delaware law. The Directors have reviewed the governance recommendations provided by the QCA as published in November 2023, which includes the recommendation for the annual election of all directors. The Directors have also reviewed changes to the Delaware General Corporation Law (the “**DGCL**”) and other potential changes to the Second Amended and Restated Bylaws of the Company effective February 26, 2021 (the “**Bylaws**”) and the Third Amended and Restated Certificate of Incorporation of the Company as filed with the Secretary of the State of Delaware on February 26, 2021 (the “**Certificate**”) to align with principles of Delaware law. Based on this view, the Company proposes amendments to the Bylaws as set forth on Appendix A to this Notice (the “**Bylaw Amendment**”) and the Certificate as set forth on Appendix B to this Notice (the “**Certificate Amendment**”) and together with the Bylaw Amendment, the “**Amendments**”). The proposed Amendments align our Bylaws with the DGCL, respect QCA guidance, modernise communication, and lighten administrative demands.

Declassification of the Board. Paragraph 4 of the Bylaw Amendment (regarding Article III, Section 3.3 of the Bylaws) and paragraphs 2-4 of the Certificate Amendment (regarding Article VI, Sections 3-5 of the Certificate) reflect the requirement that, commencing with the 2026 annual stockholders’ meeting, each Director shall be elected on an annual basis instead of Directors’ serving three-year terms. The Bylaws provide that at the annual meeting of Stockholders, directors shall be elected as set forth in the Certificate. The Certificate provides 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 is required by the Certificate to consist, as nearly as possible, of one-third of the total number of the authorized Board. The initial Class I Directors served for a term expiring at the annual meeting of Stockholders held in 2021 at which time they were re-elected for a three year term. 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 served for a term expiring at the annual meeting of stockholders held in 2023 at which time they were re-elected. The Directors thereafter have continued to serve for three-year terms. These Amendments remove both the provisions dividing the Board into classes, and related provisions for Directors’ terms of office, allocation of Directors among the classes, changes in Board size, and removal of Directors. These related provisions would generally become unnecessary if the Board is no longer classified. Under Delaware law, directors are generally removable with or without cause, except that directors of a corporation that has a classified board of directors are removable only with cause, unless otherwise provided in the certificate of incorporation. The Certificate currently provides that Directors are removable only with cause. The Certificate Amendment would amend the Certificate to provide that, consistent with the DGCL, the Directors are removable with or without cause. If the Certificate Amendment is approved by the stockholders, the Certificate will be amended immediately following the AGM to provide for the declassification of the Board and the annual election of all directors beginning at the next annual general meeting in 2026. Although the Board believes that the classified Board structure has promoted continuity and stability, the Board acknowledges the benefits of compliance with the QCA recommendations. To declassify the Board, both of the Amendments must be approved and effected.

Additional Changes. The Directors have also reviewed with outside legal counsel to the Company additional changes to the Bylaws and the Certificate to align with Delaware corporate law, including recent amendments to the DGCL. The Company strongly recommends that all stockholders review the Amendments. The Board has considered carefully the Amendments and thinks that each amendment, on balance, provides the Company and the stockholders with benefits of (i) efficiency when approving and effecting corporate actions; (ii) avoidance of unnecessary expenses related to stockholder actions and frivolous litigation; (iii) compliance with applicable law; and (iv) competitiveness with peer companies with respect to corporate governance and related protections from frivolous litigation. The following is a summary of those changes, which is subject in its entirety to the text of the Amendments.

- Paragraphs 1 and 10 of the Bylaw Amendment pertain to the requirements for notice to stockholders. The DGCL has been amended to permit notice in writing and by electronic transmission under certain circumstances, including clarification that a stockholder's consent is not required in order for a corporation to give the stockholder notices by electronic mail. These amendments to the Bylaws are intended to more closely align the Bylaws with analogous provisions of the DGCL and to ensure that the Bylaws reflect the modernization and flexibility of such provisions of the DGCL.
- Paragraphs 2 and 3 of the Bylaw Amendment pertain to procedures around a stockholders meeting. Article II, Sections 2.7 and 2.13 of the Bylaws correspond to provisions of the DGCL that have been amended recently with respect to requirements for notice of an adjourned meeting and access to a list of stockholders entitled to vote at the meeting. This amendment to the Bylaws is intended to avoid any suggestion that the Company is obligated to take actions regarding such notice or stockholder lists which are not otherwise required by the DGCL.
- Paragraphs 5-7 and 9 of the Bylaw Amendment pertain to procedures around Board meetings and actions. Article III, Sections 3.10 and 3.11 of the Bylaws set procedures for Board actions by consent and notice of Board meetings which may not align with requirements under Delaware law. Accordingly, Section 3.10 would be revised to more closely align the Bylaws with the analogous provision of the DGCL, and Section 3.11 would be removed to avoid any uncertainty. Article III, Section 3.8 and Article IV, Section 4.3 would be revised to omit reference to Article III, Section 3.11.
- Paragraph 8 of the Bylaw Amendment pertains to interested directors and officers, controlling transactions, and Board quorum. The DGCL has been amended with respect to these matters, and accordingly this amendment to the Bylaws would remove Article III, Section 3.14 of the Bylaws to avoid uncertainty or any suggestion of different rules than those that apply under the DGCL as amended.
- Paragraph 11 of the Bylaw Amendment and paragraph 6 of the Certificate Amendment pertain to selection of a forum for certain litigation. Article X, Section 10.5 of the Bylaws and Article IX of the Certificate currently provide for the selection of state and federal courts located in the State of Delaware as the forum for certain litigation largely related to corporate governance and internal affairs of the Company. These amendments to the Bylaws and the Certificate would add a selection of federal courts for actions under the Securities Act and the Delaware Court of Chancery and the federal District Court for the District of Delaware for Securities and Exchange Act in response to developments in Delaware and non-Delaware law.
- Paragraph 1 of the Certificate Amendment confirms the correct capitalization of the corporate name of the Company.

- Paragraph 5 of the Certificate Amendment pertains to the limitation of personal liability of officers of the Company for certain breaches of fiduciary duty. Since the adoption of the Certificate, the DGCL was amended to permit Delaware corporations to limit the liability of certain officers in limited circumstances, which is similar to protections currently provided by the Certificate to Directors. Before this amendment to the DGCL, the DGCL allowed only elimination or limitation of monetary liability of corporate directors for certain breaches of fiduciary duty. As amended, the DGCL authorizes corporations to provide for exculpation of executive officers, “named executive officers” identified in the corporation’s SEC filings, and individuals who have agreed to be identified as officers of the corporation. The DGCL only permits, and the Certificate Amendment would only permit, the exculpation of such officers in connection with direct claims brought by our stockholders, including class actions, but would not eliminate the Specified Officers’ monetary liability for breach of fiduciary duty claims brought by the Company itself or for derivative claims brought by stockholders in the name of the Company. As is the case for exculpation of directors’ liability under the DGCL and the Certificate, this amendment to the Certificate would not limit the liability of officers for any breach of the duty of loyalty to the Company or our stockholders, any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, and any transaction from which the officer derived an improper personal benefit. In its determination to adopt and recommend the Proposed Amendment, the Board took into account the narrow class and type of claims from which such officers would be exculpated from liability pursuant to the Certificate and the benefits the Board believes would accrue to the Company by providing exculpation in accordance with the DGCL, including, without limitation, the ability to attract and retain key officers and the potential to reduce litigation costs associated with frivolous lawsuits. This amendment to the Certificate is not being proposed in response to any specific resignation, threat of resignation or refusal to serve by any officer, nor is it being proposed in response to any litigation or threat of litigation. The Board balanced these considerations with our corporate governance guidelines and practices and determined that it is in the best interests of the Company and our stockholders to amend the current exculpation provisions in the Certificate to extend certain exculpation protection to our officers in addition to our directors, to the extent permitted by the DGCL.
- Paragraph 7 of the Certificate Amendment pertains to resignations by Directors. This amendment would remove a restriction on Directors’ ability to resign, which is intended to avoid any suggestion of inconsistency with Delaware law.

**The Board has unanimously approved, declared advisable, and recommended to the stockholders the Certificate Amendment. The Board does not have authority to amend the Bylaws but has also recommended to the stockholders the Bylaw Amendment.**

#### **Resolution 5 – Re-election of Class II Director**

Henrique Olifiers is the only Class II Director and the only Director who shall stand for re-election at the AGM.

Henrique Olifiers is the co-founder and CEO of Bossa Games, a British video game developer known for creating unique and quirky games like Surgeon Simulator and I Am Bread. He has played a key role in guiding the company's vision and navigating industry challenges. Recently, Olifiers has been vocal about the significant changes in the gaming industry, stressing the importance of adaptation amid widespread layoffs and studio closures. Bossa Games itself has faced difficulties, including multiple rounds of layoffs, as it focuses on completing its upcoming title, Lost Skies.

The Board recommends that the stockholders re-elect Henrique Olifiers.

**Resolution 6 – Authority to allot Common Stock for the purpose of Capital Investment and disapplication of pre-emption rights**

The Board is seeking shareholder authorization 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**") from the pre-emptive provisions of Article IV, Paragraph 3 of the Certificate (the "**Pre-emptive Provisions**").

Resolution 6 grants the Board authority, in accordance with the Pre-emptive Provisions, to non-pre-emptively issue New Securities (as such term is defined in the Certificate) up to a maximum of 131,082,375 shares of Common Stock (equal to 33% of the Company's issued and outstanding Common Stock as at 13 May 2025 (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 39,721,931 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 13 May 2025 (excluding any treasury shares); and
- (b) a maximum of 39,721,931 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 13 May 2025 (excluding any treasury shares).

The Board does not have any present intention of exercising the authorities conferred by Resolution 6, 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 Resolution 6 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 2025 annual meeting of stockholders of the Company; or
- ii) 15 months after the date of the AGM at which Resolution 6 is passed.

**Action to be taken**

The Company is not sending out a Form of Proxy this year with the Company's Notice of Annual Meeting. Instead, Stockholders are being encouraged to vote online by using the Investor Centre app or by accessing the web browser at <https://uk.investorcentre.mpms.mufig.com/> and following the instructions given.

Stockholders can appoint a proxy by using the Investor Centre app or at <https://uk.investorcentre.mpms.mufig.com/>, or requesting a hard copy proxy form by contacting our Registrars, MUFG Corporate Markets, by email at [shareholderenquiries@cm.mpms.mufig.com](mailto:shareholderenquiries@cm.mpms.mufig.com) or 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.

**Security arrangements**

Please note that government-issued photo identification may be required to access the building where the AGM is being held. If you are attending the AGM in person, please ensure you have current government-issued photo identification with you.

**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 all of the Resolutions.



Yours faithfully,

**Giasone (Jaz) Salati**

Chief Financial Officer

## **Appendix A – Proposed Amendment to the Second Amended and Restated Bylaws of the Company**

### **AMENDMENT OF BYLAWS OF TINYBUILD INC.**

1. The bylaws of the Corporation are hereby amended by deleting the third and fourth paragraphs of Article II, Section 2.4 thereof in their entirety.

2. The bylaws of the Corporation are hereby amended by deleting Article II, Section 2.7 thereof in its entirety and inserting the following in lieu thereof:

“2.7 ADJOURNED MEETING; NOTICE. Any meeting of stockholders, whether annual or special, may be adjourned from time to time by the chairperson of the meeting. When a meeting is adjourned to another time or place, if any, unless these bylaws otherwise require, notice need not be given of any such adjourned meeting to the fullest extent permitted by applicable law. At the continuation of the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting in accordance with the provisions of Section 2.4 and Section 2.5 of these bylaws.”

3. The bylaws of the Corporation are hereby amended by deleting Article II, Section 2.13 thereof in its entirety and inserting the following in lieu thereof:

“2.13 LIST OF STOCKHOLDERS ENTITLED TO VOTE. The corporation shall prepare a complete list of the stockholders entitled to vote at a meeting, and such list shall be open to examination, all to the extent required by applicable law. Except as otherwise provided by applicable law, the stock ledger shall be the only evidence as to who are the stockholders entitled to examine the list of stockholders or to vote in person or by proxy at any meeting of stockholders.”

4. The bylaws of the Corporation are hereby amended by deleting Article III, Section 3.3 thereof in its entirety and inserting the following in lieu thereof:

“3.3 ELECTION, QUALIFICATION AND TERM OF OFFICE OF DIRECTORS. Vacancies occurring in the Board and any newly created directorships resulting from any increase in the authorized number of directors shall be filled, as provided in the Certificate. Directors need not be stockholders unless so required by the Certificate or these bylaws. The Certificate or these bylaws may prescribe other qualifications for directors. Each director, including a director elected to fill a vacancy, shall hold office until such director’s successor is elected and qualified or until such director’s earlier death, resignation or removal.

All elections of directors shall be by written ballot, unless otherwise provided in the Certificate. If authorized by the Board, such requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must be either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized.”



5. The bylaws of the Corporation are hereby amended by deleting Article III, Section 3.8 thereof in its entirety and inserting the following in lieu thereof:

“3.8 QUORUM. Except as otherwise required by law or the Certificate, at all meetings of the Board, a majority of the authorized number of directors (as determined pursuant to Section 3.2 of these bylaws) shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by statute, the Certificate or these bylaws.”

6. The bylaws of the Corporation are hereby amended by deleting Article III, Section 3.10 thereof in its entirety and inserting the following in lieu thereof:

“3.10 BOARD ACTION BY WRITTEN CONSENT WITHOUT A MEETING. Unless otherwise restricted by the Certificate or these bylaws, any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.”

7. The bylaws of the Corporation are hereby amended by deleting Article III, Section 3.11 thereof in its entirety and inserting the following in lieu thereof:

“[RESERVED]”

8. The bylaws of the Corporation are hereby amended by deleting Article III, Section 3.14 thereof in its entirety.

9. The bylaws of the Corporation are hereby amended by deleting Article IV, Section 4.3(g) thereof in its entirety.

10. The bylaws of the Corporation are hereby amended by deleting Article VIII thereof in its entirety and inserting the following in lieu thereof:

#### **“ARTICLE VIII — NOTICE**

Except as otherwise provided in these bylaws or permitted by applicable law, notices to stockholders may be given in writing or by electronic transmission to the fullest extent of applicable law.”

11. The bylaws of the Corporation are hereby amended by adding to the end of Article X, Section 10.5 thereof the following:

“Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, (a) the federal district courts of the United States of America shall be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended, and (b)

the Court of Chancery and the federal district court for the District of Delaware shall be the sole and exclusive fora for the resolution of any derivative claim arising under the Securities and Exchange Act of 1934, as amended.”

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**Appendix B – Proposed Amendment to the Third Amended and Restated Certificate of Incorporation of the Company**

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
TINYBUILD INC.**

tinyBuild Inc. (the “**Corporation**”), a Delaware corporation, does hereby certify that:

1. The certificate of incorporation of the Corporation is hereby amended by deleting Article I thereof in its entirety and inserting the following in lieu thereof:

**“ARTICLE I**

**NAME**

The name of this corporation is tinyBuild Inc. (the “**Corporation**”).”

2. The certificate of incorporation of the Corporation is hereby amended by deleting Article VI, Section 3 thereof in its entirety and inserting the following in lieu thereof:

“3. Number of Directors; Term of Office. The authorized number of Directors on the Board of Directors shall consist of one or more members. The number of Directors shall be fixed solely and exclusively by resolution duly adopted from time to time by the Board of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director’s term of office expires. Commencing immediately following the effectiveness of the Certificate of Amendment to the Certificate of Incorporation adding this sentence, all of the directors of the Corporation shall hold office for a term that expires at the next annual meeting of stockholders or until their respective successors shall have been elected and qualified or until their earlier death, resignation, or removal. The term of each director serving as of and immediately following the date of the 2025 annual meeting of stockholders shall expire at the 2026 annual meeting of stockholders, notwithstanding that such director may have been elected for a term that extended beyond the 2026 annual meeting of stockholders.”

3. The certificate of incorporation of the Corporation is hereby amended by deleting Article VI, Section 4 thereof in its entirety and inserting the following in lieu thereof:

“4. Vacancies; Newly Created Directorships. Any and all vacancies and newly created directorships in the Board of Directors, however occurring, including, without limitation, by reason of an increase in the size of the Board of Directors, or the death, resignation, disqualification or removal of a Director, shall be filled solely and exclusively by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum of the Board of Directors, or by the sole remaining Director, and not by the stockholders.”

4. The certificate of incorporation of the Corporation is hereby amended by deleting Article VI, Section 5 thereof in its entirety and inserting the following in lieu thereof:

“5. Removal. Any Director (including persons elected by Directors to fill vacancies or newly created directorships in the Board of Directors) may be removed from office, with or without cause, by the affirmative vote of the holders of a majority of the voting power of the shares of capital stock entitled to vote in the election of directors. At least twenty-eight (28) days prior to any annual or special meeting of stockholders at which it is proposed that any Director be removed from office with cause, written notice of such proposed removal and the alleged grounds thereof shall be sent to the Director whose removal will be considered at the meeting.”

5. The certificate of incorporation of the Corporation is hereby amended by deleting Article VII thereof in its entirety and inserting the following in lieu thereof:

#### **“ARTICLE VII**

##### **LIMITATION OF LIABILITY**

To the fullest extent permitted by applicable law, a Director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director or officer of the Corporation. If the DGCL is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors or officers, then the liability of a Director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any amendment, repeal or modification of this Article VII by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as a Director or officer at the time of such amendment, repeal or modification.”

6. The certificate of incorporation of the Corporation is hereby amended by adding to the end of Article IX thereof the following:

“Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, (a) the federal district courts of the United States of America shall be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended, and (b) the Delaware Court of Chancery and the federal district court for the District of Delaware shall be the sole and exclusive fora for the resolution of any derivative claim arising under the Securities and Exchange Act of 1934, as amended.”

7. The certificate of incorporation of the Corporation is hereby amended by deleting the last sentence of Article XII, Part E, Section 4 thereof.

8. The amendment set forth in this Certificate was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed and acknowledged this Certificate on \_\_\_\_\_, 2025.

TINYBUILD INC.

By: \_\_\_\_\_

Name:

Title:

# tinyBuild Inc.

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

## NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2025 Annual Meeting of the Company (the “AGM”) will be held at the offices of Greenberg Traurig, LLP, Level 8, The Shard, 32 London Bridge Street, London SE1 9SG on Tuesday, 3 June 2025 at 2:00 p.m. (BST) 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 2024 (available on the Company’s website at [www.tinybuildinvestors.com/documents-and-presentations](http://www.tinybuildinvestors.com/documents-and-presentations)) be received and adopted (“**Proposal 1**”).
2. **THAT** Grant Thornton LLP are re-appointed as auditor of the Company to hold office until the end of the next annual meeting at which accounts are laid before the members of the Company and that the Board is hereby authorised to set the auditors’ remuneration (“**Proposal 2**”).

### Special Resolutions

3. THAT the Second Amended and Restated Bylaws effective February 26, 2021 (the “**Bylaws**”) be amended as set forth on Appendix A to the Notice of the meeting at which this amendment was proposed (“**Proposal 3**”).
4. THAT the Third Amended and Restated Certificate of Incorporation as filed with the Secretary of the State of Delaware on February 26, 2021 (the “**Certificate**”) be amended as set forth on Appendix B to the Notice of the meeting at which this amendment was proposed (“**Proposal 4**”).

### Ordinary Resolutions

5. **THAT** Henrique Olifiers, whose term expires at this AGM in accordance with the Bylaws and Certificate, and being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company (“**Proposal 5**”).

### Special Resolution

6. **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, par value \$0.001 per share (“**Common Stock**”) as at 13 May 2025 (excluding any treasury shares), representing 131,082,375 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 39,721,931 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 13 May 2025 (excluding any treasury shares); and
- (b) a maximum of 39,721,931 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 13 May 2025 (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 annual meeting of stockholders of the Company and (ii) 15 months following the AGM at which such resolution was passed (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 ("**Proposal 6**").

## Notes

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, as amended. The date for determination of stockholders of the Company entitled to notice of, and to vote at, the AGM or any postponement or adjournment thereof is the close of business on 13 May 2025 (the "**Record Date**").

Stockholders of record as of the close of business on the Record Date ("**Stockholders**") or their duly authorized proxy holders are permitted to attend the AGM. All Stockholders 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.

## Voting In Person or by Proxy at the AGM

The Board encourages stockholders to submit their votes via proxy as early as possible via <https://uk.investorcentre.mpms.mufig.com/> and stockholders should appoint the Chair of the AGM 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.

Voting at the AGM will be conducted by means of a poll on all resolutions, with each Stockholder having one vote for each share of Common Stock held, thereby allowing all those duly authorized proxies submitted by Stockholders and received by the Company received prior to the vote at the AGM to be counted.

The Board 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 share register 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 2 p.m. BST on Tuesday, 27 May 2025. 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.

## Security arrangements

Please note that government-issued photo identification may be required to access the building where the AGM is being held. If you are attending the AGM in person, please ensure you have current government-issued photo identification with you.

**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.**

To be entitled to vote at the AGM (and for the purpose of the determination by the Company of the presence of a quorum at the AGM), Stockholders must be stockholders of record at close of trading 13 May 2025, the Record Date.

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 any Stockholder, for any purpose germane to the AGM, during ordinary business hours at the Company's principal place of business at 1239 120th Ave NE, Suite A, Bellevue, WA, United States of America, 98005. In addition, a Stockholder may examine such list by contacting [investorrelations@tinybuild.com](mailto:investorrelations@tinybuild.com).

Stockholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend 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 holder need not be a Stockholder of the Company.

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.

If no voting indication is given, your proxy holder will vote or abstain from voting at his or her discretion. Your proxy holder 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.

## Quorum and Vote Required

The Company's Second Amended and Restated Bylaws effective February 26, 2021 (the "Bylaws") require the presence in person or by proxy of the Stockholders representing a majority in voting power of the Common Stock to constitute a quorum for the transaction of business at the AGM; provided however, that if two-thirds of the total number of authorized directors has approved all the matters to be voted upon and all of the nominees for director proposed for election at the AGM, then only the presence in person or by proxy of the Stockholders representing one-third (1/3) in voting power of the Common Stock shall be required to constitute a quorum for the transaction of business at the AGM. Because all proposals and nominees for director have been approved unanimously by the Board, the quorum for the AGM shall require only the presence in person or by proxy of the Stockholders representing one-third (1/3) in voting power of the Common Stock.

1. Proposal 1: The affirmative vote of a majority of the voting power of the shares of Common Stock held by the Stockholders present in person or represented by proxy at the AGM and entitled to vote on the subject matter is required to approve Proposal 1.
2. Proposal 2: The affirmative vote of a majority of the voting power of the shares of Common Stock held by the Stockholders present in person or represented by proxy at the AGM and entitled to vote on the subject matter is required to approve Proposal 2.
3. Proposals 3 and 4: The affirmative votes of both (a) at least a majority of the outstanding shares of Common Stock, and (b) at least seventy-five percent (75%) of the shares of Common Stock present in person or represented by proxy at the AGM and entitled to vote on the matter are required to approve Proposals 3 and 4.
4. Proposal 5: The director nominated for election shall be elected, or approved for election, as applicable, by an affirmative vote of the majority of the votes of the shares of Common Stock held by the Stockholders present in person or represented by proxy at the AGM and entitled to vote on the election of directors.



5. Proposal 6: The affirmative vote of at least seventy-five percent (75%) of the shares of Common Stock present in person or represented by proxy at the AGM and entitled to vote on the subject matter is required to approve Proposal 6.

You can vote either:

- by proxy by using Investor Centre app or by logging on to <https://uk.investorcentre.mpms.mufg.com/> and following the instructions (see below); or
- by proxy by requesting a hard copy form of proxy directly from the registrars, MUFG Corporate Markets, by email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or 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
- 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 in accordance with the procedures set out below; or
- in person at the AGM.

Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company’s registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



### Proxy Forms

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 MUFG Corporate Markets at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 2:00 p.m. BST on 30 May 2025.

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.

The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in below) will not prevent stockholders from attending the AGM and voting in person if they wish to do so.

Unless otherwise indicated on the Form of Proxy, or any other electronic voting instruction, the proxy holder will vote as they think fit or, at their discretion withhold from voting.

If your holding of Common Stock is by way of Depository Interests, your shares are held on your behalf in the name of MUFG Corporate Markets Trustees (Nominees) Limited, who are the registered shareholder. You will not receive a form of direction for the meeting in the post, but you can tell them how you want the votes in respect of your shares to be cast at the meeting and any adjournment(s) thereof, by utilising the CREST electronic proxy appointment service as per 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 voting 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.

In order for an instruction made using the CREST service 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 instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes a new instruction or is an amendment to the instruction given previously must, in order to be valid, be transmitted so as to be received by the Company's registrars (ID: RA10) by the latest time(s) for receipt of instructions specified in Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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 through CREST should be communicated to the Depository through other means.

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 messages. 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com](http://www.euroclear.com)).

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 (as amended).

If you require a paper form of direction, please contact our Registrar, MUFG Corporate Markets by email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com), or you may call on 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 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

To be effective, a valid form of direction (and any power of attorney or other authority under which it is signed) must be received electronically or delivered to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by no later than 2:00 p.m. (BST) on 29 May 2025 or 72 hours before any adjourned meeting. You must be registered as holder of the Depository Interests as at close of business on 29 May 2025 (or 72 hours before any adjourned meeting) for your form of direction to be valid.

The Depository will appoint the Chair of the meeting as its proxy to cast its votes. The Chair of the meeting may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come before the meeting. The 'Vote Withheld' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Depository interest holders wishing to attend the meeting should contact the Depository at MUFG Corporate Markets Trustees (Nominees) Limited, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by emailing [Nominee.Enquiries@cm.mpms.mufg.com](mailto:Nominee.Enquiries@cm.mpms.mufg.com) by no later than 2:00 p.m. (BST) on 29 May 2025 or 72 hours before any adjourned meeting.

**Total Voting Rights**

As at 13 May 2025, the record date for the AGM, there were 397,219,319 issued and outstanding shares of Common Stock, carrying one vote each. Therefore, the total voting rights in the Company as at 13 May 2025, are 397,219,319.

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By Order of the Board

**Giasone (Jaz) Salati**  
**Company Secretary**

14 May 2025

**1239 120th Ave NE, Suite A**  
**Bellevue, WA, 98005**  
United States of America

