

Investor Presentation Strategic Acquisition & Capital Raising

Atomos unlocks creativity and profit for video content creators
Advanced technology allows faster, higher quality, more flexible productions



October 2019



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- EBITDA (before R&D expenditure) is earnings before research and development expenditure, interest, taxation, depreciation, amortisation and impairment charges;
- EBITDA is earnings before interest, taxation, depreciation, amortisation and impairment charges;
- EBIT is earnings before interest, taxation and impairment charges;
- Working capital is defined by the Company as trade and other receivables, inventory and other current assets less trade and other payables and other current liabilities;
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The Problem

Synchronising footage from multiple video and audio sources is **difficult, expensive, time consuming & you need to be a pro!**

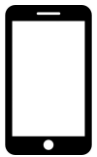
The Solution

Enable **multi-device wireless timecode synchronisation** capability into **EVERY** video and audio capture device

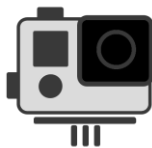
The Opportunity

Democratise multiple capture device productions across **all market segments** – Social, Pro Video, Entertainment

Expanding the Atomos Ecosystem



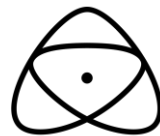
Smartphones



Wearable /
Action cameras



DSLRs



ATOMOS
Monitor recorders



Broadcast &
Cinema cameras



Bodycams



Audio recorders

Overview

Strategic acquisition

- In the area of multi-device synchronisation and content creation - a key emerging trend that is acknowledged as a “next big thing” and will be driving significant future strategic partnerships and revenue growth

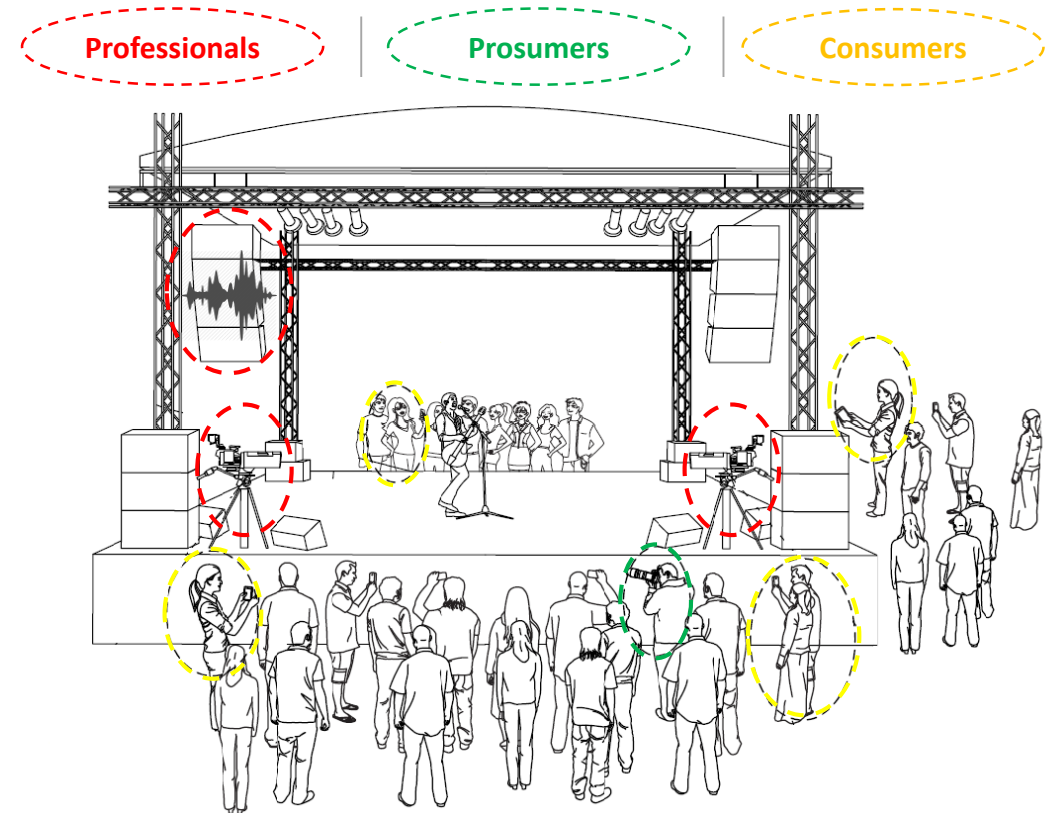
Growth working capital

- As a global, disruptive tech company with substantial growth opportunities, Atomos seeks to be positioned for the targeted growth trajectory and required operational support including working capital, inventory flexibility and optimal freight management

Financial firepower

- Atomos require adequate financial firepower to take advantage of emerging market development opportunities for organic growth and/or potential strategic acquisitions if and when they arise

COLLABORATIVE VIDEO SOLUTIONS FOR



Demand for multi-device video is HUGE and GROWING RAPIDLY



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Timecode Systems Overview	9
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Key Risks	19
Appendices	22

Presenting:

Jeromy Young

Managing Director & CEO

James Cody

CFO



Executive summary

Transaction Details:

Atomos Limited (“Atomos” or the “Company”, ASX: AMS) is proposing a strategic acquisition of Timecode Systems Ltd (“TCS”)

- TCS is a UK based company that has developed unique IP which delivers multi-device synchronisation applications for video and audio capture devices
- The acquisition is expected to be signed on or around 25 October with completion to occur in early December
- Consideration is to be paid in \$5.68 million cash and 9,237,309 Atomos shares (escrowed for between 6 - 24 months)

Strategic Rational:

Strengthened market position

- Expand and strengthen current core partnerships
- Broaden market segments, to enable Atomos to cover **all video and audio capture markets**
- Enhancing Atomos’ technology offering to allow for TCS’ **leading wireless technology** - enabling reliable performance over long distances and crowded environments
- With Atomos’s capabilities, relevant products, partners and channels, the acquisition can propel this technology to be adopted industry-wide as demand for multi-device content creation grows

Technology advantage

- TCS technology allows content creators to wirelessly lock multiple video and sound sources together at the point of shooting
- Critical element in video and audio capture as any sync/frame timing issue leads to inconsistencies in post-production editing
- Traditionally, timecode synching has been achieved by linking cameras and sound recorders via cables. Wireless is the **new evolution** for the industry and TCS have a number of patents over the IP

Growth, revenue and cost synergies

Atomos expect the TCS acquisition to deliver financial benefits in three distinct areas:

- **product commercialisation** through new and enhanced existing products
- **increased sales** of the existing TCS product range via rebranding to Atomos and utilising Atomos’ sales and distribution channels
- **cost synergies** from transitioning to Atomos supplier arrangements and manufacturing processes

TCS has a disruptive and protected technology acknowledged as a world-class solution for multi-device synchronisation

Executive summary

Financial impacts:

- TCS current revenue is growing as the technology is being commercialised
- TCS' leading technology under Atomos control is expected to drive significant growth in revenue within 12-18 months
- Significant synergies through 30% reduced production costs and sales uplift from rebranding and leveraging Atomos' distribution channel and marketing
- TCS is expected to be earnings accretive in FY21

Risk mitigation:

- TCS hold a number of patents over their developed IP providing protection from the introduction of similar competitor offerings
- TCS has a proven track record of performance, in addition to Atomos being a current licensee
- TCS tech is already working on complex multicamera shows for TVs and movies with the following:



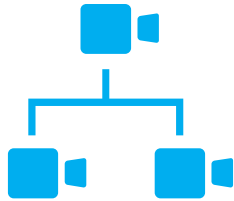


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Background

Synchronising footage from multiple video and audio sources is **difficult, expensive, time consuming & you need to be a pro!**



How do you sync the huge volumes of footage captured during multiple camera and audio shoots?



Hours can be spent during the edit process manually lining up video and audio



Solutions available are expensive and cumbersome & Not suitable for consumers



*To enable amateur videographers sound/music recording to transition from **consumers** to **social filmmakers and podcasters**, they need technology that makes creating high quality multicamera video and audio productions achievable*

HISTORICALLY IT'S BEEN TOO DIFFICULT AND REQUIRED PRO SKILLS

Overview

- Timecode Systems Limited is the UK based global leader in the provision of accurate timecode and metadata, synced and shared wirelessly over RF and WiFi / Bluetooth. The IP underlying its products is protected by a series of patents
- Whilst it has been feasible for decades to synchronise devices via cable, TCS has developed the next generation of this technology, achieving accurate wireless synchronisation of different devices, e.g. phones, professional audio recorders and cameras
- TCS sync technology works across all multicamera and multisound devices and formats (standard platform, 360VR and motion capture) using any combination of cameras, from large scale film cameras, to DSLRs, GoPros and iPhones
- Like Atomos, TCS is working with audio and video companies including Panasonic, JVC, Nikon, GoPro, Zoom, Sound Devices, Mavis, Apogee, Adobe and ARRI to develop new bespoke applications for their wireless protocol and APIs
- The following case studies provide more detail of how the TCS products are used in the field:



[How sync put the crew back in the driver's seat](#)



[Synching feature film action sequences](#)



[Synching an arena-based game show](#)



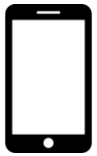
[Streamlining the workflow of a self-shot show](#)



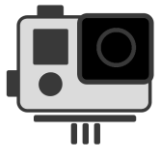
Opportunity

Make multiple capture device productions mainstream by enabling wireless timecode synchronisation

Embed or licence wireless **multi-device synchronisation**
capability into **EVERY** video and audio capture device



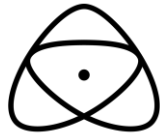
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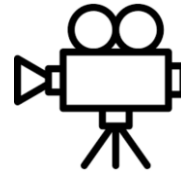
Wearable /
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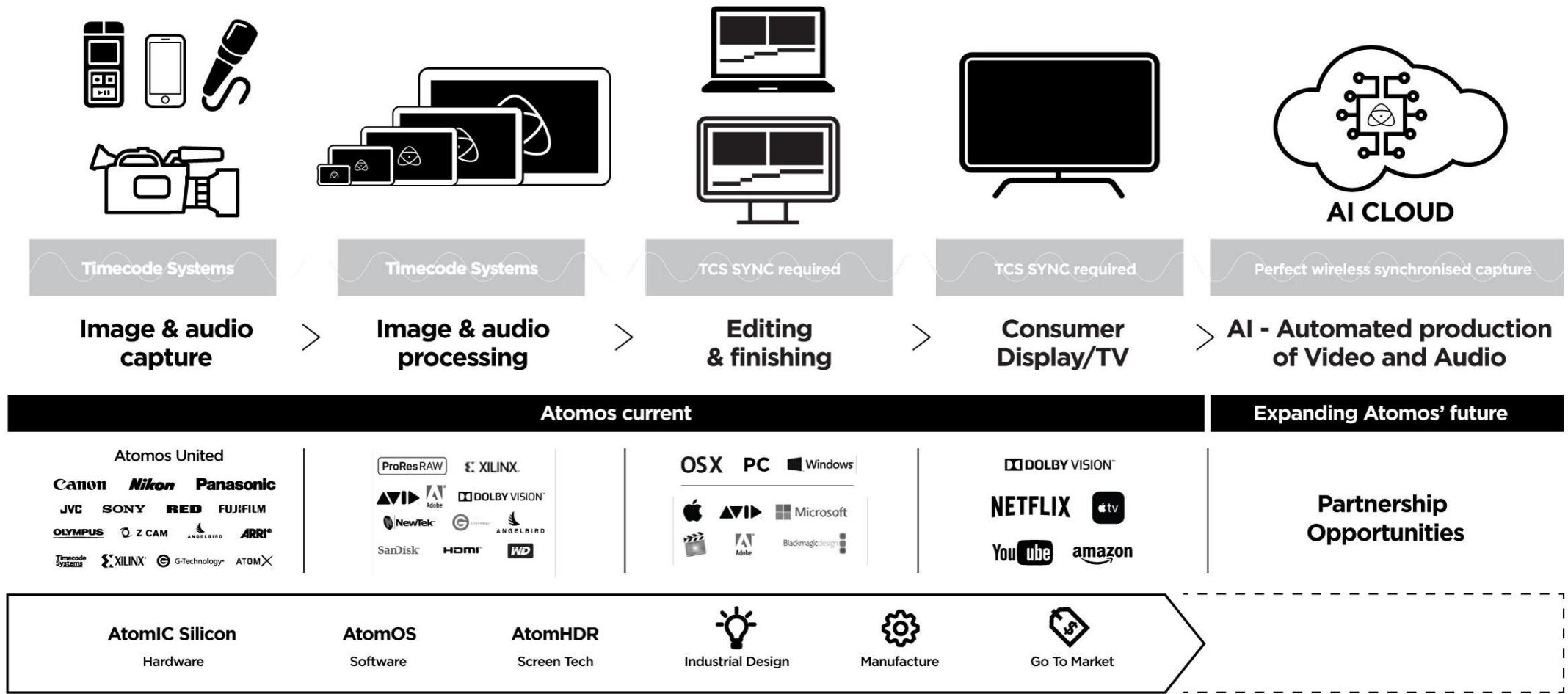


Audio recorders

SOLUTIONS FOR

Social | Professional | Entertainment

Stages to consumer delivery



Existing products by market

- Currently the video camera and audio capture market are addressed by separate products

Markets	Video capture	Cameras	Audio capture	TCS
Entertainment	NEON SUMO	↑		↑
Pro	SHOGUN NINJA V	Canon Nikon Panasonic Cover all markets	SOUND DEVICES Sound Devices	Timecode Systems Cover all markets
Social	SHINOBI	↓	Zoom Apogee	↓

- TCS' acquisition will enable Atomos to cover all video and audio capture markets

Markets	Video capture	Cameras	Audio capture	← - - TCS
Entertainment	NEON SUMO	↑	↑	↑
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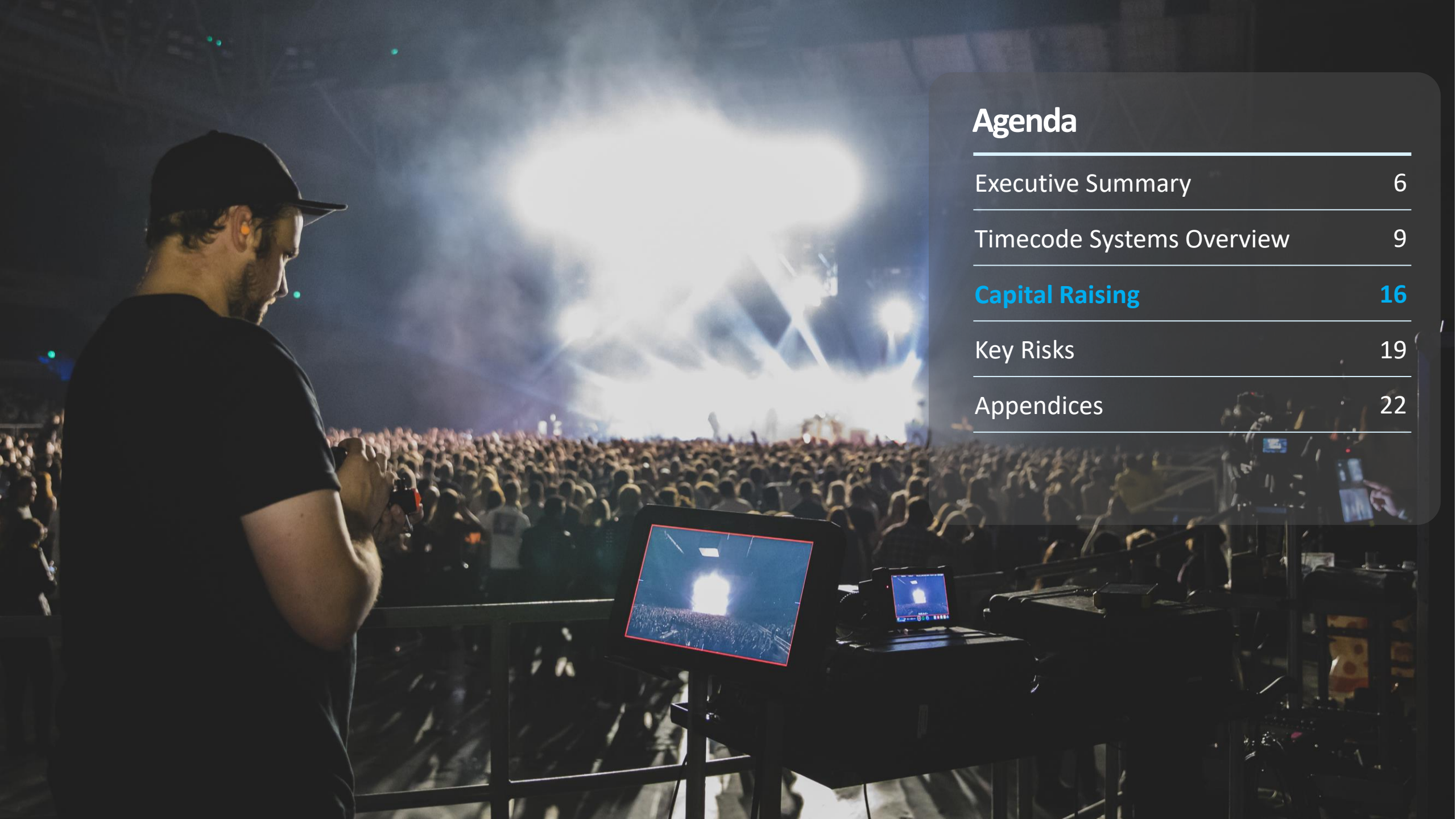
Integration of TCS and key terms

Integration of TCS

- Ownership of TCS will enable full integration of the TCS sync technology throughout the Atomos product lineup
- High quality, experienced management team to stay in place post the acquisition and continue to drive business
- Existing TCS CEO, Paul Scurrrell will manage the integration, reporting to the Atomos CEO and board
- Integration will be relatively straightforward, with only 10 staff and the primary asset is IP
- Acquisition consideration of AMS shares will be escrowed for between 6 – 24 months
- Strong existing relationship has developed over the past 2 years while Atomos has been a licensee of the TCS technology
- Atomos' strong relationships expected to accelerate OEM partnership take-up
- Due diligence of TCS was extensive and covered over many months, which has supported Atomos board and management's expectations

Key terms of the acquisition

- The acquisition is expected to be signed on or around 25 October with completion to occur in early December
- Consideration is to be paid in \$5.68 million cash and 9,237,309 Atomos shares (escrowed for between 6 - 24 months)
 - Founders – escrowed for 24 months (25% of shares escrowed for 6 months)
 - Other vendors – escrowed for 6 months
- No third-party approval required
- No regulatory approval required
- Conditions precedent to completion of the acquisition: shareholder approval for the issues of consideration shares to the vendors



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Offer details

Details

Placement

- Two tranche placement offer to institutional and sophisticated investors to raise approximately \$22.56 million via the issue of approximately 17.36 million fully paid ordinary shares ('Placement'). The Placement will settle in two tranches:
 - Tranche 1: issuing approximately 15.3 million shares to raise approximately \$19.9 million pursuant to the Company's available placement capacity under ASX Listing Rules 7.1
 - Tranche 2: issuing approximately 2.06 million shares to raise approximately \$2.68 million, subject to shareholder approval at the Annual General Meeting to be held on Friday, 29 November 2019
- Issue price of \$1.30 per share, representing:
 - 8.1% discount to the last close price (\$1.415)
 - 12.1% discount to the previous 5-day VWAP (\$1.479)
 - 15.7% discount to the previous 15-day VWAP (\$1.541)

Use of Funds

The Placement funds are expected to be used as follows:

- | | | |
|--|----------------|--|
| • Acquisition costs | \$6.0 million | Cash consideration and transaction costs |
| • To provide growth capital: | | |
| – For the core business to maximise sales opportunities; and | \$10.0 million | \$5 million for inventory buffer to maximise |
| – To take advantage of emerging market development opportunities for organic growth and strategic acquisitions | \$5.56 million | sales (transition from just-in-time manufacturing) and \$5 million to move to sea freight (~\$2 million annual saving) |
| • Capital raising costs | \$1.0 million | |

Key dates of the offer

Timetable

Trading halt	Wednesday, 23 October 2019 – Thursday, 24 October 2019
Company announces capital raising details and signing acquisition agreement	Friday, 25 October 2019
Settlement of tranche 1 Placement	Wednesday, 30 October 2019
Allotment and quotation of Securities under tranche 1 Placement	Thursday, 31 October 2019
Annual general meeting date	Friday, 29 November 2019
Proposed completion date of the acquisition subject to shareholder approval	Monday, 2 December 2019
Settlement of tranche 2 Placement	Tuesday, 3 December 2019
Allotment and quotation of Securities under tranche 2 Placement	Wednesday, 4 December 2019

Note: times and dates above are based on AEDT (Sydney, Australia). The above timetable is indicative only and may change without notice.



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Risks associated with the acquisition of TCS

Conditions to acquisition	The TCS acquisition is reliant on Atomos raising funds under the Placement to fund the cash component of the consideration. The capital raising is not being underwritten, so there is a risk that Atomos may not raise sufficient funds from the capital raising to complete the acquisition if any investors were to default on settlement. If this was the case, Atomos will consider other funding options. Atomos may seek to obtain alternative funding by issuing additional shares or borrowing money. Any additional equity financing may be dilutive to shareholders and any debt financing (if available) may involve restrictive covenants, which may limit Atomos' operations and business strategy.
Analysis of acquisition opportunities	TCS is currently loss-making but expected to be earnings accretive in FY21. Atomos has undertaken financial, tax, legal and commercial analysis on TCS in order to determine its attractiveness to Atomos and whether to acquire it. It is possible that despite such analysis and the best estimate assumptions made by Atomos, the conclusions drawn are inaccurate or are not realised (including assumptions as to synergies from increased scale of the group following the TCS acquisition). To the extent that the actual results achieved by the acquisition of TCS are different to those indicated by Atomos' analysis, there is a risk that the profitability and future earnings of the operations of Atomos may be materially different from the profitability and earnings expected as reflected in this presentation.
Integration risk	The acquisition of TCS involves the integration of TCS' business, which has previously operated independently to TCS. As a result there is a risk that the integration may be more complex than currently anticipated, encounter unexpected challenges or issues (including maintaining the current culture of the TCS business and the successful integration and reliance on TCS key personnel), take longer than expected, divert management attention or not deliver the expected benefits.
Uncovered warranty and indemnity breaches	Atomos may suffer a loss as a result of conduct of the vendors of TCS for which the representations, warranties and indemnities negotiated by Atomos in its agreement to acquire TCS turn out to be inadequate in the circumstances. Atomos has put in place warranty and indemnity insurance to support the warranties and indemnities received from the vendors of TCS, however, that policy will not respond on all matters and is subject to a maximum liability cap, and therefore may provide no coverage on a particular liability for Atomos. Such uncovered liability may adversely affect the financial performance or position of Atomos post acquisition.
Reliance on information provided	Atomos has prepared (and made assumptions in the preparation of) the financial information relating to the acquisition of TCS included in this presentation in reliance on financial information and other information provided by TCS. If any of the data or information relied upon by Atomos in its due diligence process and its preparation of this presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of Atomos may be materially different to the financial position and performance expected by Atomos. Investors should also note that there is no assurance that the due diligence conducted by Atomos and its advisors on TCS was conclusive and that all material issues and risks in respect of the acquisition have been identified. Therefore there is a risk that unforeseen issues and risks may arise, which may also have a material impact on Atomos.

General risks associated with Atomos

Competition risk	Atomos competes against other video technology companies. Atomos faces the risk that (amongst other things) existing competitors could increase their market share through aggressive sales and marketing campaigns, product research and development or price discounting, Atomos may fail to anticipate and respond to changing opportunities, technology or customer requirements as quickly as its competitors or new market entrants into the video technology industry could develop products which compete with Atomos' products.
Launch of new products	The development and release of new products, including those utilising TCS technologies, or the adoption of these new products by OEM licensees and end users, may take longer than expected or such new products may not be well received by customers as a result of various reasons including (amongst others) the new products not being well priced when compared with competing products or the new products lacking a strong feature that resonates with customers.
Reliance on key distributors	Atomos does not have formal written contracts in place with a majority of its distributors who order and purchase products from Atomos on an ad hoc basis with no minimum purchase order obligations. This represents a risk of current sales revenue not being replicated. Atomos' customers and distributors may decide not to continue to place purchase orders in the future or at the same level as in prior periods. As a result, Atomos' operating performance may vary from period to period and may fluctuate significantly in the future.
Supply chain risk	There are certain components for which Atomos has a single or limited source of supply. Accordingly, there is a risk that if the supplier was to cease supply, this could cause a disruption to Atomos' ability to deliver its products. Further to this, Atomos would have difficulty in sourcing alternative suppliers for certain of these components which are only available from a single source.
Ability to retain or attract key personnel	The loss of key members of the management team or members of the design and engineering teams, or any delay in their replacement, may adversely affect Atomos' ability to implement its strategies and may also adversely affect Atomos' future financial performance. Atomos performance and future success depends on its continuing ability to identify, hire, develop, motivate and retain highly skilled personnel for all areas of the organisation. Competition for qualified employees in Atomos' industry is intense.
Failure to manage growth	Atomos will need to continue to invest in sales and marketing and other systems and processes to support the development of its business (including post acquisition of TCS) if Atomos gains significant market share over and above its current short-term expectations. If this is not done in a timely, robust and efficient way to handle projected growth it may negatively impact on Atomos' financial performance.
Intellectual property	The value of Atomos's products is dependent on Atomos' ability to effectively identify, protect, defend and in certain circumstances keep secret, its intellectual property (including the intellectual property of TCS post acquisition). Actions Atomos takes to protect its intellectual property may not be adequate or enforceable and therefore may not prevent the misappropriation of its IP and proprietary information.
Breach of third party intellectual property rights	There is a risk that third parties may allege that Atomos' products use intellectual property derived by them or from their products without their consent or permission. Atomos may be the subject of claims which could result in dispute or litigation, which could result in monetary damages, cause delays and increase costs, and have an adverse impact on Atomos' operations, reputation or financial performance.
Inability to pay dividends	There is no guarantee that dividends will be paid on shares in Atomos in the future, as this is a matter to be determined by the Board in its discretion and the Board's decision will have regard to, amongst other things, the financial performance and position of Atomos, relative to its capital expenditure and other liabilities.
Risk of shareholder dilution	Atomos may in the future elect to issue new shares or engage in capital raising to fund ongoing working capital requirements of Atomos or acquisitions that Atomos may decide to make. While Atomos will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within a 12-month period, Shareholders at the time may be diluted as a result of such issues of shares and capital raisings.
Availability of funding	Atomos may need to raise additional funds from time to time to finance ongoing development and growth and meet its other longer-term objectives. Directors can give no assurance that future funds can be raised on favourable terms, if at all. If further funds are required but cannot be raised, this may force curtailment of product development initiatives, operations and may adversely impact Atomos' financial position.



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Current Timecode systems current offering

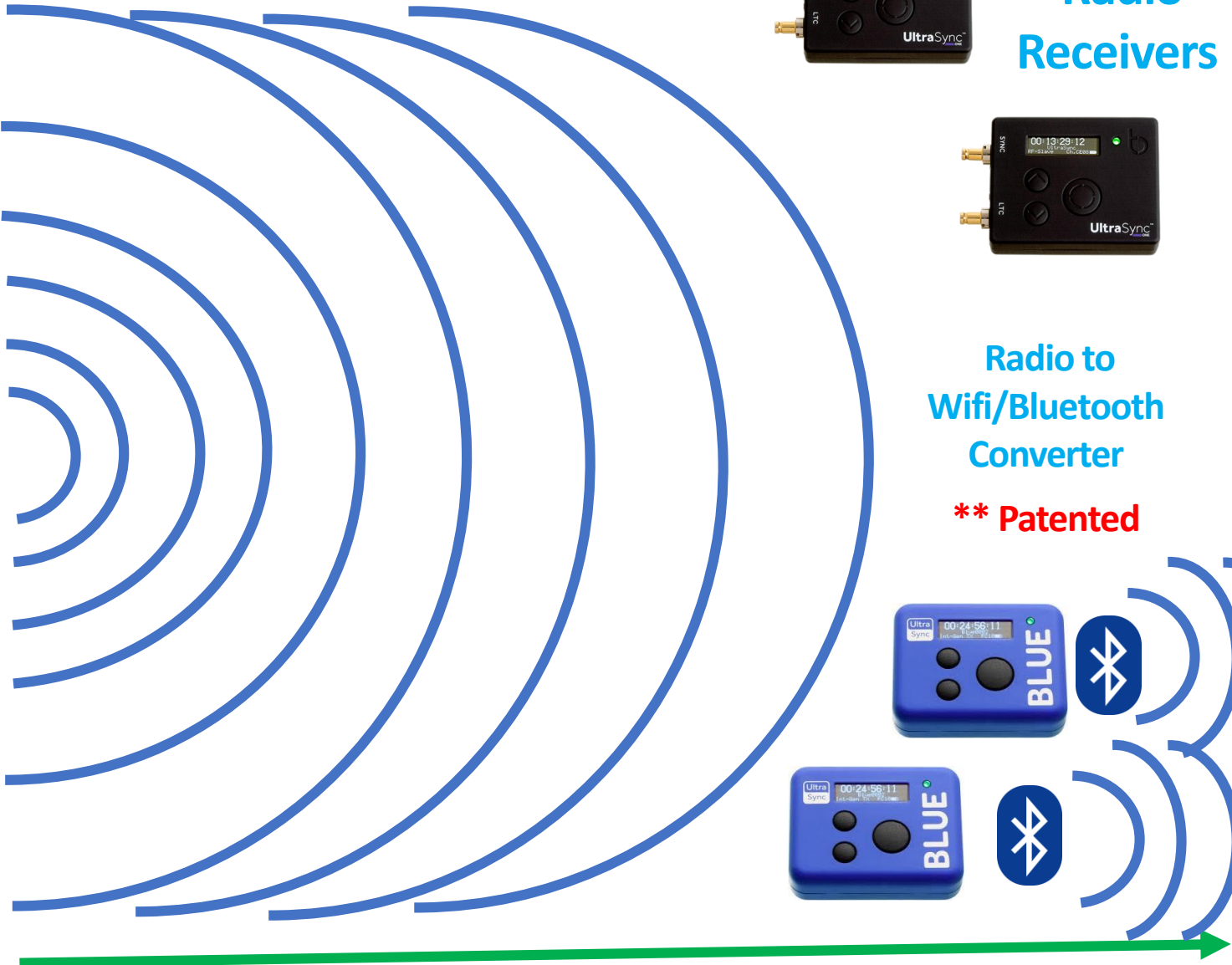
Wireless
Radio Sync
Generator



4cm

Bulletproof signal
Low bandwidth
for accuracy

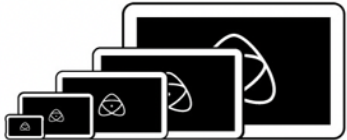
300m
Range



Radio
Receivers



Broadcast &
Cinema cameras



Monitor recorders

Radio to
Wifi/Bluetooth
Converter

**** Patented**



All devices can be used
for one production



Wearable



Pro Cameras



Smartphones



Audio recorders



Post Acquisition -> More Supported Devices

Atomos Devices
become touch
screen

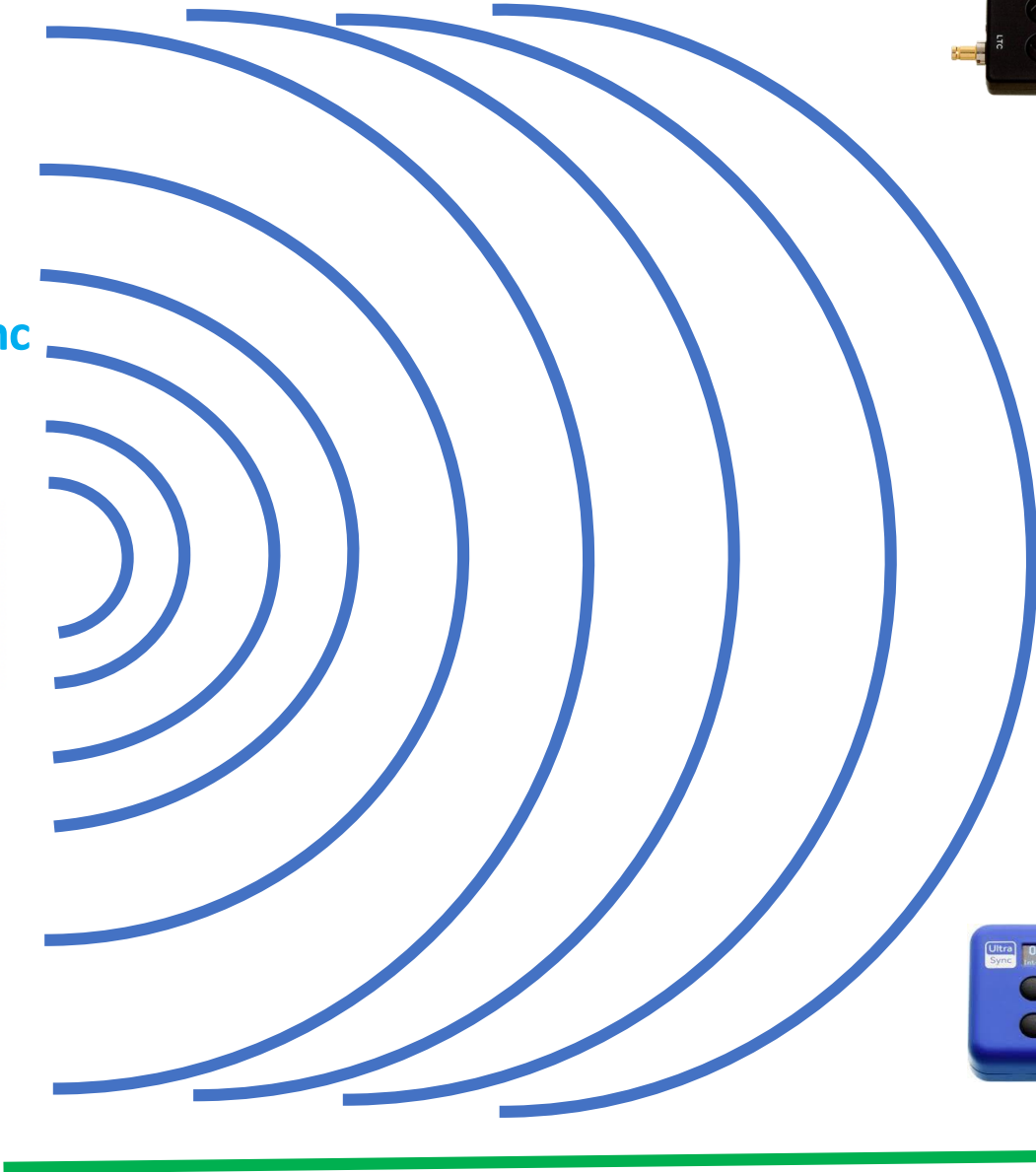
Wireless Radio Sync
Generators



+



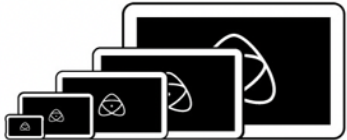
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**** Patented**



Wearable



Pro Cameras



Smartphones



Audio recorders

All devices can be used
for one production

TCS key management



Paul Scurrall – CEO and Co-Founder

- Brings 30 years of professional audio and engineering experience in TV and Radio to his role as co-founder and CEO of Timecode Systems.
- Paul founded TCS in 2012 with an exciting new concept for a wireless timecode solution and an ambitious vision.
- Through TCS's ground-breaking application of wireless technologies, it's now simple for any filmmaker to capture precisely synchronized multi-angle video content. Applicable for filming with PRO cameras, DSLRs, wearables or smartphones.
- Having steered the company through rapid growth and several years of R&D investment, Paul is now commercialising the technology across many verticals.



Paul Bannister – CTO and Co-Founder

- Brings over 30 years experience in hardware, firmware, wireless, FPGA and software design to his role as CTO and co-founder of Timecode Systems.
- Previous experience in airport security design, encryption systems, analogue audio and gaming algorithm design.
- Paul has a deep understanding of how wireless technology can be deployed to enhance video production workflows. Driven by a passion to create and produce engineering solutions that are ground-breaking and disruptive to market. He produces new wireless protocols and implementations from the ground up.
- Many of these designs and protocols are now patented and form a solid foundation to create new products, licensing and OEM opportunities.



TCS technology

- TCS's leading wireless sync technology is unique, allowing reliable performance over long distances and in crowded environments.
- TCS can transmit timecode at a longer range and lower more robust radio frequency due to the use of 900MHz shorter wave which is a **very stable** wave band. There is **little to no interference** from congestion or other channels (such as 2.4GHz or 5.0GHz). Competitors use 2.4 or 5.0.
- TCS addresses the issue of being compatible with wireless standards like Bluetooth and WiFi by providing a **bridge** between their proprietary sub-gigahertz network and these other standard wireless networks.
- The timecode and sync data is transmitted to receiving OS X, iOS, Windows and Linux devices.
- This way, you get the **best of both worlds**: a reliable and long range "backbone" which works in any environment but can interoperate with prevailing wireless network standards. TCS products are the only system to offer the **dual transmission method** (stable radio frequency + consumer protocols) and **this is patented**.

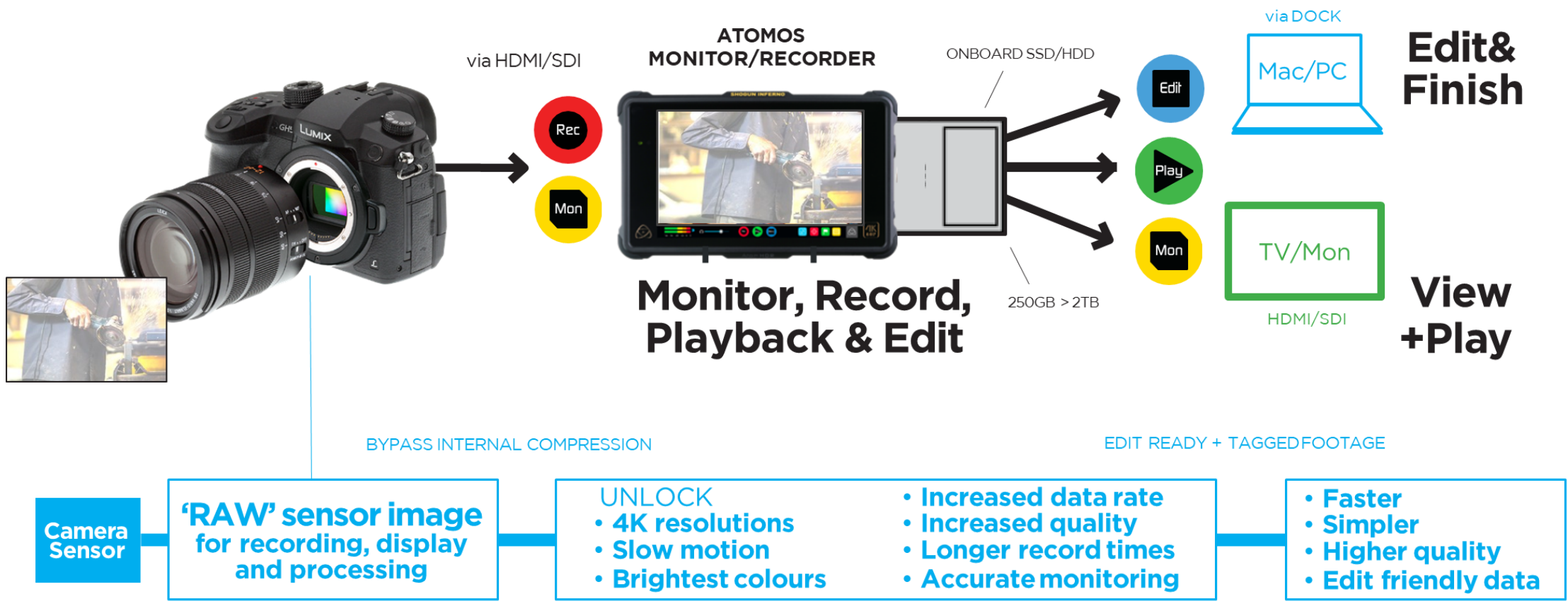
Atomos unlocks the **creative** and **commercial potential** of digital cameras

Despite the advanced technology of modern digital cameras, users are limited by:

- Heavily compressed recorded data
- Not designed for computer workflows
- Short record times
- Expensive media
- Small lower resolution monitors
- Complex menus and buttons



Atomos devices take images **directly from the camera's sensor**, then enhance, record and distribute them for content creation



Content creation workflow

CAPTURE

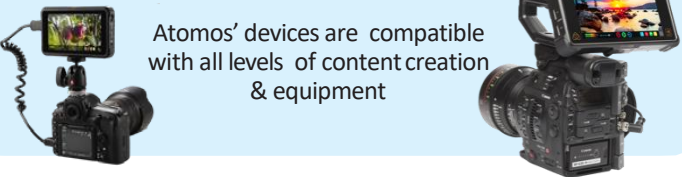
From the sensor of
all major camera manufacturers



JVC **Nikon** **Panasonic** **ARRI®**
Canon **SONY** **RED**

PROCESS & ENHANCE

Atomos products enhance content creation, quality and
creativity



Atomos' devices are compatible
with all levels of content creation
& equipment

FINISH & DELIVERY

Edit, Colour Grade, Titles, Graphics
Finish in Post



Target markets – current & future

Atomos' growing product portfolio will address a **US\$10B** camera equipment market¹

