ATOMOS



Atomos Limited
ABN 25 139 730 500

Notice of Annual General Meeting 2019

Notice of Annual General Meeting 2019

TAKE NOTICE that the Annual General Meeting of Shareholders of Atomos Limited will be held at the time, date and place specified below:

Time:	11.30am (AEDT)
Registration:	From 11.00am (AEDT)
Date:	Friday 29 November 2019
Place:	Level 6, Tower Two, Collins Square, 727 Collins Street, Melbourne, Victoria 3000

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Shareholders are urged to attend or vote by lodging the proxy form attached to this Notice.

Notice is given that the 2019 Annual General Meeting of the Shareholders of Atomos Limited will be held at 11.30am (AEDT) on Friday 29 November 2019 at Level 6, Tower Two, Collins Square, 727 Collins Street, Melbourne, Victoria 3000.

The Explanatory Memorandum provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in the Glossary in the Explanatory Memorandum.

Agenda

Ordinary Business

Financial Statements and Reports

To receive the Annual Report of the Company and its controlled entities for the year ended 30 June 2019 which includes the Financial Statements, Director's Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2019.

Resolution 1: Adoption of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following as a non-binding advisory Ordinary Resolution:

"That the Remuneration Report for the year ended 30 June 2019 is adopted for the purposes of Section 250R(2) of the Corporations Act and all other purposes".

Note: This Resolution is advisory only and does not bind the Company or the Directors.

Voting Exclusion Statement:

In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, a vote on this Resolution 1 must not be cast by:

- a member of the Key Management Personnel (**KMP**) of the Company whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member; or
- a person appointed as a proxy where that person is either a member of the KMP of the Group or a Closely Related Party of any such member.

However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:

- it is cast by such person appointed as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or
- it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express authorisation specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their proxy form the way the Chair must vote in favour of Resolution 1.

Resolution 2: Election of Director – Mr Stephen Stanley

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

"That, for the purposes of clause 58.2 of the Constitution and ASX Listing Rule 14.4, and for all other purposes, Mr Stephen Stanley, being a Director who having been appointed as a director since the last AGM, retires and, being eligible offers himself for election, is elected as a Director of the Company".

Resolution 3A: Issue of Options to Mr Jeromy Young under the Atomos Equity Incentive Plan

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to issue 399,787 Options to Mr Jeromy Young, a director of the Company, on the terms and conditions outlined in the Explanatory Memorandum accompanying this notice, subject to the terms and conditions of the Atomos Equity Incentive Plan."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any Director of the Company who is eligible to participate in the Atomos Equity Incentive Plan (being all Directors) or any of their associates.

Agenda

However, the Company need not disregard a vote if:

a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of how to vote on the proxy form; or

b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast as proxy by Key Management Personnel or their closely related parties. However, in accordance with the Corporations Act, such a person may vote on Resolution 3A if:

- it is cast by such person appointed as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or
- it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express authorisation specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Resolution 3B: Issue of Performance Rights to Mr Jeromy Young under the Atomos Equity Incentive Plan

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to issue 77,479 Performance Rights to Mr Jeromy Young, a director of the Company, on the terms and conditions outlined in the Explanatory Memorandum accompanying this notice, subject to
the terms and conditions of the Atomos Equity Incentive Plan."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any Director of the Company who is eligible to participate in the Atomos Equity Incentive Plan (being all Directors) or any of their associates.

However, the Company need not disregard a vote if:

a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of how to vote on the proxy form; or

b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast as proxy by Key Management Personnel or their closely related parties. However, in accordance with the Corporations Act, such a person may vote on Resolution 3B if:

- it is cast by such person appointed as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or
- it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express authorisation specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Resolution 3C: Issue of Performance Rights to Mr Christopher Tait under the Atomos Equity Incentive Plan

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to issue 61,983 Performance Rights to Mr Christopher Tait, a director of the Company, on the terms and conditions outlined in the Explanatory Memorandum accompanying this notice, subject to the terms and conditions of the Atomos Equity Incentive Plan."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any Director of the Company who is eligible to participate in the Atomos Equity Incentive Plan (being all Directors) or any of their associates.

However, the Company need not disregard a vote if:

a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of how to vote on the proxy form; or

b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast as proxy by Key Management Personnel or their closely related parties. However, in accordance with the Corporations Act, such a person may vote on Resolution 3C if:

- it is cast by such person appointed as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or
- it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express authorisation specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Resolution 3D: Issue of Performance Rights to Mr Stephen Stanley under the Atomos Equity Incentive Plan

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to issue 41,322 Performance Rights to Mr Stephen Stanley, a director of the Company, on the terms and conditions outlined in the Explanatory Memorandum accompanying this notice, subject to the terms and conditions of the Atomos Equity Incentive Plan."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any Director of the Company who is eligible to participate in the Atomos Equity Incentive Plan (being all Directors) or any of their associates.

However, the Company need not disregard a vote if:

a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of how to vote on the proxy form; or

b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast as proxy by Key Management Personnel or their closely related parties. However, in accordance with the Corporations Act, such a person may vote on Resolution 3D if:

- it is cast by such person appointed as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or
- it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express authorisation specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Resolution 3E: Issue of Performance Rights to Sir Hossein Yassaie under the Atomos Equity Incentive Plan

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to issue 41,322 Performance Rights to Sir Hossein Yassaie, a director of the Company, on the terms and conditions outlined in the Explanatory Memorandum accompanying this notice, subject to the terms and conditions of the Atomos Equity Incentive Plan."

Agenda

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any Director of the Company who is eligible to participate in the Atomos Equity Incentive Plan (being all Directors) or any of their associates.

However, the Company need not disregard a vote if:

a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of how to vote on the proxy form; or

b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast as proxy by Key Management Personnel or their closely related parties. However, in accordance with the Corporations Act, such a person may vote on Resolution 3E if:

- it is cast by such person appointed as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or
- it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express authorisation specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Resolution 4A: Ratification of Prior Issue of 7,500,000 Shares under July 2019 Institutional Placement

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 7,500,000 Fully Paid Ordinary Shares to sophisticated and/or professional investors under the institutional placement announced on 1 July 2019, on the terms and conditions set out in the Explanatory Memorandum accompanying this notice."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who participated in the issue or any of their associates.

However, the Company need not disregard a vote if:

a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of how to vote on the proxy form; or

b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4B: Ratification of Prior Issue of Tranche 1 Shares under October 2019 Institutional Placement

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 15,293,643 Fully Paid Ordinary Shares to sophisticated and/or professional investors under the institutional placement announced on 25 October 2019 on the terms and conditions set out in the Explanatory Memorandum accompanying this notice."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who participated in the issue or any of their associates.

However, the Company need not disregard a vote if:

a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of how to vote on the proxy form; or

b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5: Approval of Issue of Tranche 2 Shares under October 2019 Institutional Placement

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 2,064,357 Fully Paid Ordinary Shares to sophisticated and/or professional investors under the institutional placement announced on 25 October 2019 on the terms and conditions set out in the Explanatory Memorandum accompanying this notice."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who may participate in or obtain a material benefit as a result of the proposed issue of Shares (except solely in the capacity of a holder of Shares) or any of their associates.

However, the Company need not disregard a vote if:

a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of how to vote on the proxy form; or

b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 6: Approval to Issue Consideration Shares to Vendors

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 9,237,309 Fully Paid Ordinary Shares to the vendors under the TCS Acquisition on the terms and conditions set out in the Explanatory Memorandum accompanying this notice."

Voting Exclusion Statement:

The Company will disregard any votes cast on this resolution by the vendors and their associates and a person who may obtain a material benefit as a result of the proposed issue of shares (except a benefit solely in the capacity of a holder of Shares), or an associate of a person who may obtain such a benefit, if this Resolution is passed.

However, the Company need not disregard a vote if:

a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of how to vote on the proxy form; or

b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD



Lisa Dadswell
Company Secretary

30th October 2019

Notes

1. Explanatory Memorandum

The Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Atomos Limited (Company) and should be read in conjunction with this Notice of Annual General Meeting.

2. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the Register of Shareholders as at 7.00pm (AEDT) on 27 November 2019.

3. Proxies

A shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

a. A proxy need not be a Shareholder

b. If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.

c. If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.

d. Where two proxies are appointed, any fractions of votes cast resulting from the appointment of two proxies will be disregarded.

e. A Proxy Form accompanies this Notice.

f. Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.

g. If a Shareholder wishes to appoint a Proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.

h. The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer of attorney of the corporation or otherwise signed in accordance with the Corporations Act.

i. If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.

j. The Proxy Form (together with any relevant authority) must be received by no later than 11.30am (AEDT) on 27 November 2019.

k. The completed Proxy Form may be:

- Mailed to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001, Australia; or
- Faxed to: +61 2 9290 9655

4. Direct Voting

Shareholders can lodge their votes electronically at https://votingonline.com.au/atomosagm2019 and follow the prompts. To use this facility, you will need your postcode and Voting Access Code as shown in the Voting Form. You will be taken to have signed the Voting Form if you lodge it in accordance with the instructions on the website.

5. Corporate Representative

Any Corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

6. Questions From Shareholders

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to: ir@atomos.com.

Written questions must be received by no later than 5.00pm (AEDT) on Friday 22 November 2019.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

A reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable and, where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Atomos Limited (Company) to be held at 11.30am (AEDT) on 29 November 2019 at Level 6, Tower Two, Collins Square, 727 Collins Street, Melbourne, Victoria 3000.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before the Annual General Meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

a. discuss the Annual Report which is available online at https://www.atomos.com/investor;

b. ask questions about, or comment on, the management of the Company;

c. ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements in the Annual Report and the independence of the auditor in relation to the conduct of the audit; and

d. ask questions about, or make comments on, the remuneration report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

a. the content of the Auditor's Report; and

b. the conduct of the audit;

may be submitted no later than 5.00pm (Melbourne time) on Friday 22 November 2019 to ir@atomos.com.

Resolution 1: Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires that, at a listed Company's Annual General Meeting, a Resolution that the Remuneration Report be adopted must be put to Shareholders. However, in accordance with section 250R(3) of the Corporations Act, such a Resolution is advisory only and does not bind the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for the financial year ending 30 June 2019.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting Consequences

As the resolution is advisory only, if the resolution is not passed, the Directors will not be required to alter any arrangements in the Remuneration Report. However, under the Corporations Act, if at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive AGMs are against the adoption of the Remuneration Report, the Company is required to put to Shareholders at the second AGM a resolution proposing the calling of a further general meeting to consider the appointment of Directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a further general meeting (**Spill Meeting**) within 90 days of the second AGM. All of the Directors of the Company, who were in office when the 2019 Remuneration Report was approved, other than the CEO/Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

This is the Company's first AGM as an ASX listed entity and, accordingly, this is the first AGM of the Company at which the Remuneration Report has been required to be put to Shareholders for vote under section 250R(2). Given this, the Company has not previously received a strike (i.e. a 'no' vote of 25% or more) against its Remuneration Report. Please note that if the Remuneration Report receives a strike at this Meeting and if a second strike is received at the 2020 Annual General Meeting, this may result in the re-election of the Board.

Voting Restrictions

A voting exclusion statement for Resolution 1 applies and is included in the Notice.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolution 1, subject to compliance with the Corporations Act.

Resolution 2: Election of Director – Mr Stephen Stanley

Clause 58.2 of the Company's Constitution provides that a Director appointed to fill a casual vacancy will hold office until the end of the next AGM of the Company, at which time the Director may be re-elected. Further to this, ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the company. Mr Stanley was appointed as a Director of the Company to fill a casual vacancy on 1 February 2019 and retires in accordance with Clause 58.2 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election.

Mr Stanley is an Independent Non-Executive Director of the Company.

Mr Stanley has over 25 years' experience in the Logistics sector in Australia, Asia, Europe and North America. He has extensive strategy, operational, mergers and acquisition and investment experience with a proven track record of delivering value for Shareholders.

Progressing through various management roles in Mayne Nickless, he became the CEO of Mayne Logistics delivering growth and repositioning benefits for the business.

As Director for Corporate Development for Toll Holdings from 1999 until 2012 he was responsible for the strategy and strategic growth of the Group, predominantly through M&A pursuits domestically and internationally. This period saw Toll Holdings develop into a leading international logistics player with over 100 mid-size, private and public entities successfully transacted.

Mr Stanley was a key Toll executive as well as a nominated director on many Domestic and International Boards over a long period both within private and public entities.

Mr Stanley was non-executive Director of Cabcharge Australia Ltd from May 2015 to November 2016, chairing the Corporate Governance Committee, and since March 2017 Mr Stanley has been the Chairman of Ventura Motors Pty Ltd, a Victorian based leading public/private transport service provider.

Mr Stanley holds a Bachelor of Business Accountancy from RMIT, Melbourne.

Board Recommendation

The Directors unanimously (with Mr Stanley abstaining in relation to his own appointment) support the re-election of Mr Stanley and recommend that Shareholders vote in favour of Resolution 2.

Chairman's available Proxies

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

Explanatory Memorandum

Resolutions 3A, 3B, 3C, 3D and 3E: Issue of Options to Mr Jeromy Young and issue of Performance Rights to each of Mr Jeromy Young, Mr Christopher Tait, Mr Stephen Stanley and Sir Hossein Yassaie under the Atomos Equity Incentive Plan

ASX Listing Rule 10.14 requires Shareholder approval for the issue of securities under an employee incentive scheme to a related party of the Company including Directors of the Company.

Shareholder approval is now being sought under ASX Listing Rule 10.14 to issue the following Options and Performance Rights to the Directors of the Company (or their nominees), being Messrs Young, Tait, Stanley and Yassaie (Directors) under the Atomos Equity Incentive Plan (Plan).

Options

Director	Exercise Price	No. of Options to be granted	Expiry Date
Mr Jeromy Young	$1.21	399,787	30 June 2029

Performance Rights

Director	Exercise Price	No. of Performance Rights to be granted	Expiry Date
Mr Jeromy Young	Nil	77,479	31 December 2020
Mr Christopher Tait	Nil	61,983	31 December 2020
Mr Stephen Stanley	Nil	41,322	31 December 2020
Sir Hossein Yassaie	Nil	41,322	31 December 2020

Terms of Options to be issued to Mr Jeromy Young

- Each Option entitles Mr Young to be issued one Share if the applicable performance hurdles are met and provided the exercise price is paid.
- The Options will expire on the date that is ten years following the date of grant.
- The exercise period for the Options will be for a period from the date of vesting of the Options until the expiry date.
- The Options will vest 3 years from the date of grant (Option Vesting Date), subject to the following vesting conditions and performance hurdles being met:
  a. Vesting condition – Mr Young's continued employment with the Company – he must not have given/received notice to resign as at the third anniversary of the date of grant; and
  b. Performance hurdles – continued performance in-line with certain equity-based targets as agreed and set by the Board in relation to the performance period from 1 July 2019 to 30 June 2022. Options will vest pro rata to the extent the applicable equity-based targets are met.
- There will be no retesting and any Options that do not vest on the Vesting Date will lapse.
- Mr Young will receive his Options at no grant price.
- No dividends will be payable on the Options and the Options do not carry any voting rights.
- Shares issued on exercise of Options rank equally with other issued Shares on and from issue.
- The Board has discretion, subject to the Listing Rules, to reduce or cancel Options or require Mr Young to repay to the Company the market value of the shares post exercise of the Options in certain circumstances. The circumstances include fraud dishonesty, misconduct, financial misstatement and other circumstances including those which adversely affect the financial position or reputation of the Company, such that the Options should not have vested.

- The Options will not entitle Mr Young to participate in bonus issues, rights issues and capital reorganisations. However, the number of Options and/or exercise price of Options held will be adjusted (as applicable) in accordance with the Plan rules and the Listing Rules in relation to any bonus issue, rights issue and capital reorganisation.
- In the event of a change of control, and subject to the Board's absolute discretion, unvested Options will vest on a pro rata basis on the proportion of the vesting period that has elapsed at the date of the change of control.
- No loans are provided by the Company in connection with the Options to be awarded under the Plan.

Terms of Performance Rights to be issued to Mr Jeromy Young, Mr Christopher Tait, Mr Stephen Stanley and Sir Hossein Yassaie

- Each Performance Right entitles each Director to be issued one Share if the applicable vesting conditions and performance hurdles (where applicable) are met.
- The Performance Rights will vest on the relevant testing date subject to the following vesting conditions and performance hurdles being met:
  a. The Directors continued employment or appointment with the Company up to and including 30 June 2020 and, in relation to the CEO, up to and including when the relevant performance hurdles are satisfied – they must not have given/received notice to resign as at 30 June 2020; and
  b. In relation to the CEO only, continued performance in-line with certain key business metrics as agreed and set by the Board in relation to the performance period from 1 July 2019 to 30 June 2020. The CEO's Performance Rights will vest pro rata to the extent the applicable business metric targets are met.
- Any Performance Rights that do not vest on the applicable testing date will lapse.
- There will be no retesting and any Performance Rights that do not vest at the end of each performance period will lapse.
- The Directors will not be required to pay any amount on the grant or exercise of the Performance Rights.
- No dividends will be payable on the Performance Rights and the Performance Rights do not carry any voting rights. Shares issued on exercise of Options rank equally with other issued Shares on and from issue.
- The Board has discretion, subject to the Listing Rules, to reduce or cancel Performance Rights or require the Director to repay to the Company the market value of the shares post vesting in certain circumstances. The circumstances include fraud dishonesty, misconduct, financial misstatement and other circumstances including those which adversely affect the financial position or reputation of the Company, such that the Performance Rights should not have vested.
- The Performance Rights will not entitle the Directors to participate in bonus issues, rights issues and capital reorganisations, however, the number of Performance Rights or Shares received on vesting of the Performance Rights will be adjusted (as applicable) in accordance with the Plan rules and the Listing Rules in relation to any bonus issue, rights issue and capital reorganisation.
- In the event of a change of control, and subject to the Board's absolute discretion, unvested Performance Rights will vest on a pro rata basis on the proportion of the vesting period that has elapsed at the date of the change of control.
- No loans are provided by the Company in connection with the securities awarded under the Plan.

Explanatory Memorandum

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

a. The maximum number of Options and Performance Rights to be granted under Resolutions 3A, 3B, 3C, 3D and 3E are:

Director	Maximum No. of Options
Mr Jeromy Young	399,787

Director	Maximum No. of Performance Rights
Mr Jeromy Young	77,479
Mr Christopher Tait	61,983
Mr Stephen Stanley	41,322
Sir Hossein Yassaie	41,322

b. The Options will entitle the holder to subscribe for one Fully Paid Ordinary Share in the Company at the exercise price of $1.21 per Share prior to the expiry date and subject to the minimum term of employment vesting conditions and the other terms and conditions of the Plan.

c. The Performance Rights will entitle the holders to subscribe for one Fully Paid Ordinary Share in the Company at nil exercise price prior to the expiry date and subject to vesting conditions and performance hurdles (if applicable) and the other terms and conditions of the Plan.

d. The exercise price of the Options has been calculated at a price which represents the VWAP of Shares for the 30-day period up to and including 30 June 2019, which was $1.21.

e. No securities have been issued under the ESOP to the persons referred to in ASX Listing Rule 10.14 since the Company listed.

f. The names of people referred to in ASX Listing Rule 10.14 entitled to participate in the Plan are:

Mr Jeromy Young	CEO and Director
Mr Christopher Tait	Non-Executive Director
Mr Stephen Stanley	Non-Executive Director
Sir Hossein Yassaie	Non-Executive Director

g. The Options and Performance Rights will be issued as soon as practicable but, in any case, no later than twelve months after the date of the AGM, unless extended by way of ASX granting a waiver to the ASX Listing Rules.

h. The Options and Performance Rights will be granted as incentive options and incentive performance rights and hence are granted for no consideration. As the Options and Performance Rights will be granted for nil consideration, no loan will be extended in relation to the acquisition by Messrs Young, Tait, Stanley and Yassaie of the Options and Performance Rights.

i. The Options and Performance Rights proposed to be granted to Messrs Young, Tait, Stanley and Yassaie pursuant to Resolutions 3A, 3B, 3C, 3D and 3E are part of their director's remuneration and considered by the Board to be reasonable in the circumstances. As such, the Board considers that approval is not required under Chapter 2E of the Corporations Act as the exemption in section 211(1) of the *Corporations Act 2001* applies.

Voting Exclusion

A voting exclusion statement applies to this item of business, as set out in the Notice.

Board Recommendation

Messrs Young, Tait, Stanley and Yassaie abstain from making a voting recommendation on Resolutions 3A, 3B, 3C, 3D and 3E as it relates to a grant of Options or Performance Rights to them.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 3A, 3B, 3C, 3D and 3E.

Resolutions 4A & 4B: Ratification of Prior Issue of Shares under Institutional Placements

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 under Resolutions 4A and 4B for prior issues of Shares so that such Shares are not taken into account in determining the Company's placement capacity to issue up to 15% of its issued Shares in the next 12 months without the need to obtain further Shareholder approval.

Listing Rule 7.1 restricts listed companies from issuing more than 15% of their issued share capital in any 12 month period without Shareholder approval. However, Listing Rule 7.4 provides an exception to this restriction. This exception provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1, those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1 and those issues will not be taken into account when calculating the Company's 15% placement capacity.

The Company has previously issued Shares or agreed to issue Shares under two separate institutional placements (Placements). The first institutional placement was announced on 1 July 2019 with gross proceeds of $7,500,000 being raised (Placement 1). The second institutional placement was announced on 25 October 2019 whereby certain institutional investors have agreed by way of firm commitments to subscribe for Shares to raise gross proceeds of $22.56 million with the Shares to be issued in two tranches with tranche 1 expected to be issued on or around 31 October 2019 prior to this Meeting and tranche 2 to be issued subject to the Company obtaining shareholder approval under Resolution 5 (Placement 2). The allottees and subscribers for Shares under the Placements were professional and/or sophisticated investors for the purposes of section 708(8) or 708(11) of the Corporations Act (as applicable) (Investors).

The Shares issued under Placement 1 and the Shares to be issued under tranche 1 of Placement 2 did not breach ASX Listing Rule 7.1 and were within the Company's 15% placement capacity at the time of issue or agreement to issue. The Shares to be issued under tranche 2 of Placement 2 will result in the Company exceeding its 15% placement capacity and, as such, separate shareholder approval under ASX Listing Rule 7.1 is required in relation to the issue of these Shares which is being sought under Resolution 5. Further details of the prior issue of Shares under Placement 1 and the issue of Shares in accordance with the agreement to issue Shares under tranche 1 of Placement 2 that are being ratified under these Resolutions 4A and 4B, are set out below.

This resolution seeks to ratify the prior issue of Shares under Placement 1 and the issue of Shares in accordance with the agreement to issue Shares under tranche 1 of Placement 2, in order to "refresh" the Company's 15% placement capacity. The effect of these resolutions, if approved by Shareholders, is that the issue of the Shares under Placement 1 and tranche 1 of Placement 2 will not be counted towards the Company's 15% placement capacity.

Explanatory Memorandum

In accordance with the requirements of ASX Listing Rule 7.5, the following information is provided in relation to the securities the subject of Resolutions 4A and 4B:

Shares issued under Placement 1 in relation Resolution 4A:

Date of announcement:	1 July 2019
Date of issue:	5 July 2019
Number of securities issued:	7,500,000 Fully Paid Ordinary Shares
Terms of securities	The Shares are fully paid and rank equally in all respects with all other Fully Paid Ordinary Shares.
Names of persons who received securities or basis on which those persons where determined:	Professional and/or sophisticated investors. The allottees were not related parties of the Company.
Issue price:	$1.00 per Share
Use of funds raised:	Funds raised from the issue were utilised for the following purposes: • to strengthen the Company's balance sheet; and • to pursue opportunities for market development and to accelerate growth.
Voting Exclusion:	A voting exclusion statement applies to this item of business as set out in the Notice.

Shares to be issued under tranche 1 of Placement 2 in Resolution 4B:

Date of announcement:	25 October 2019
Date of issue:	On or around 31 October 2019
Number of securities to be issued:	15,293,643
Terms of securities:	The Shares to be issued are fully paid and will rank equally in all respects with all other Fully Paid Ordinary Shares.
Names of persons who received securities or basis on which those persons where determined:	Agreed to be issued to professional and/or sophisticated investors. The allottees were not related parties of the Company.
Issue price:	$1.30
Use of funds raised:	Funds raised from the issue will be utilised for the following purposes: • to pay the cash component of the consideration for the TCS Acquisition described at Resolution 6 below; • strengthen the Company's balance sheet; and • to pursue opportunities for market development and to accelerate growth organically and by acquisition.
Voting exclusion:	A voting exclusion statement applies to this item of business as set out in the Notice.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 4A and 4B. The Chairman of the meeting intends to vote all undirected proxies in favour of Resolutions 4A and 4B.

Resolution 5: Approval of Issue of Tranche 2 Shares under October 2019 Institutional Placement

As noted above, the Company announced an institutional placement on 25 October 2019 whereby certain institutional investors have agreed by way of firm commitments to subscribe for Shares to raise gross proceeds of $22.56 million (Placement 2). The Shares under Placement 2 will be issued in two tranches with:

- 15,293,643 Shares being issued under tranche 1 within the Company's 15% placement capacity for which shareholder approval is being sought under Resolution 4B to ratify this issue of Shares for the purposes of Listing Rule 7.4; and
- 2,064,357 Shares to be issued under tranche 2 of Placement 2 will result in the Company exceeding its 15% placement capacity and as such requires shareholder approval under ASX Listing Rule 7.1 before these can be issued.

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.1 under this Resolution 5 to issue 2,064,357 Shares to Investors under tranche 2 of Placement 2.

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of Fully Paid Ordinary Shares on issue at the commencement of that 12 month period.

The effect of this Resolution 5 will be to allow the Company to issue 2,064,357 Shares to Investors under tranche 2 of Placement 2 subject to shareholder approval being obtained under this Resolution 5, which will occur not later than 3 months following the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation Resolution 5:

Date of announcement:	25 October 2019
Number of securities to be issued:	2,064,357 Shares
Terms of securities:	The Shares to be issued are fully paid and will rank equally in all respects with all other Fully Paid Ordinary Shares.
Names of persons who received securities or basis on which those persons where determined:	Agreed to be issued to professional and/or sophisticated investors. The allottees are not related parties of the Company.
Issue price:	$1.30
Issue date:	On or around 4 December 2019
Use of funds raised:	Funds raised from the issue will be utilised for the following purposes: • to pay the cash component of the consideration for the TCS Acquisition described at Resolution 6 below; • to strengthen the Company's balance sheet; and • to pursue opportunities for market development and to accelerate growth organically and by acquisition.
Voting exclusion:	A voting exclusion statement applies to this item of business as set out in the Notice.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 5.

Explanatory Memorandum

Resolution 6: Approval to issue Consideration Shares to Vendors under TCS Acquisition

As announced to the market on 25 October 2019, the Company has entered into an agreement to acquire the entire issued share capital of a UK based business, Timecode Systems Limited (TCS Acquisition). The agreement is conditional upon Shareholder approval being obtained under this Resolution 6.

This Resolution seeks Shareholder approval for the issue of 9,237,309 Shares to the vendors under the TCS Acquisition as part consideration for the acquisition by the Company of all the shares in Timecode Systems Limited (TCS).

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of Fully Paid Ordinary Shares on issue at the commencement of that 12 month period.

The effect of Resolution 6 will be to allow the Company to issue 9,237,309 Shares to the vendors on completion of the TCS Acquisition which will occur not later than 3 months following the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

In accordance with the requirements of ASX Listing Rule 7.3, the following information is provided in relation to the securities the subject of Resolution 6:

Shares to be issued to vendors under the TCS Acquisition in relation to Resolution 6:

Date Shares expected to be issued	4 December 2019 and, in any event, not later than three months after the date of the AGM.
Number of securities to be issued:	9,237,309
Terms of securities:	The Shares will be fully paid and will rank equally in all respects with all other Fully Paid Ordinary Shares. Shares held by certain vendors will be subject to voluntary escrow for periods between six and 24 months following issue.
Names of persons who received securities or basis on which those persons where determined:	Approximately 25 vendors of shares in Timecode Systems Limited under the TCS Acquisition.
Issue price:	These consideration shares are being issued for non-cash consideration as part of the consideration for the acquisition of the shares in TCS
Use of funds raised:	No funds will be raised from the issue of these Shares which are being issued as part consideration to the vendors under the TCS Acquisition.
Voting exclusion:	A voting exclusion statement applies to this item of business as set out in the Notice.

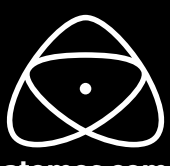
Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6. The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 6.

Glossary

Throughout this Explanatory Memorandum the following words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

Annual General Meeting or **AGM**	means the annual general meeting convened by the Notice of Meeting.
ASIC	means the Australian Securities & Investments Commission.
ASX	means ASX Limited (ACN 008 624 691).
ASX Listing Rules or **Listing Rules**	means the Official Listing Rules of the ASX.
Board	means the board of Directors of the Company.
Chairman	means chairman of the Annual General Meeting.
Closely Related Party	of a member of the Key Management Personnel means: a. A spouse or child of the member; b. A child of the member's spouse; c. A dependant of the member or the member's spouse; d. Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; e. A company the member controls; or f. A person prescribed by the Corporation Regulations.
Company or **AMS**	means Atomos Limited ACN 139 730 500.
Constitution	means the Company's constitution.
Corporations Act	means the *Corporations Act 2001* (Cth).
Corporations Regulations	means the *Corporations Regulations 2001* (Cth).
Directors	means the current Directors of the Company.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Memorandum	means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time.
Fully Paid Ordinary Share	means fully paid ordinary Shares.
Group	means the Company and its controlled entities.
Key Management Personnel or **KMP**	has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Meeting	means the Annual General Meeting convened by this Notice.
Notice or **Notice of Meeting**	means the notice convening the Annual General Meeting of the Company to be held on 29 November 2019 which accompanies this Explanatory Memorandum.
Proxy Form	means the proxy form that is enclosed with and forms part of this Notice.
Remuneration Report	means the remuneration report set out in the Directors' Report section of the Company's Annual Report for the year ended 30 June 2019.
Resolution	means a Resolution in the form proposed in the Notice of Meeting.
Share	means fully paid ordinary shares in the Company.
Shareholder	means a registered holder of a Share in the Company.
Special Resolution	means a Resolution that has been approved by at least 75% of the votes cast by members entitled to vote on the Resolution.
VWAP	means volume weighted average price.



atomos.com

ATOMOS

All Correspondence to:

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:30am (AEDT) on Wednesday 27 November 2019.**

TO VOTE ONLINE

STEP 1: VISIT https://www.votingonline.com.au/atomosagm2019

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

.

BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:30am (AEDT) on Wednesday, 27 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

Online	https://www.votingonline.com.au/atomosagm2019
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 12, 225 George Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Atomos Limited
ABN 25 139 730 500

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Atomos Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 6, Tower Two, Collins Square, 727 Collins Street, Melbourne, Victoria 3000 on Friday, 29 November, 2019 at 11:30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 3A to 3E, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 3A to 3E are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 3A to 3E. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	☐	☐	☐
Resolution 2	Election of Director – Mr Stephen Stanley	☐	☐	☐
Resolution 3A	Issue of Options to Mr Jeromy Young under the Atomos Equity Incentive Plan	☐	☐	☐
Resolution 3B	Issue of Performance Rights to Mr Jeromy Young under the Atomos Equity Incentive Plan	☐	☐	☐
Resolution 3C	Issue of Performance Rights to Mr Christopher Tait under the Atomos Equity Incentive Plan	☐	☐	☐
Resolution 3D	Issue of Performance Rights to Mr Stephen Stanley under the Atomos Equity Incentive Plan	☐	☐	☐
Resolution 3E	Issue of Performance Rights to Sir Hossein Yassaie under the Atomos Equity Incentive Plan	☐	☐	☐
Resolution 4A	Ratification of Prior Issue of 7,500,000 Shares under July 2019 Institutional Placement	☐	☐	☐
Resolution 4B	Ratification of Prior Issue of Tranche 1 Shares under October 2019 Institutional Placement	☐	☐	☐
Resolution 5	Approval of Issue of Tranche 2 Shares under October 2019 Institutional Placement	☐	☐	☐
Resolution 6	Approval to Issue Consideration Shares to Vendors	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…….. Contact Daytime Telephone……..... Date / / 2019