ELLERSTON CAPITAL

Ellerston Capital Limited
ABN 34 110 397 674
AFSL No. 283 000

Level 11, 179 Elizabeth Street
Sydney NSW 2000
Phone +612 9021 7797
Fax +612 9261 0528
www.ellerstoncapital.com

TO: The Manager, Company Announcements, ASX

FAX No:

FROM: Ellerston Capital Limited

DATE: 1/11/2019

NO. OF PAGES (Including this page) 8

Dear Manager

RE:
ATOMOS LIMITED - Form 604

We attach our notice of a change in substantial holding (Form 604) in respect of ATOMOS LIMITED.

We note that the shares reported in this Form are owned by third party accounts under the discretionary investment management of Ellerston Capital Limited.

None of Ellerston Capital Limited, nor any of its shareholders or any of their associates hold a direct interest in any shares disclosed in this Form.

Yours sincerely,

Ian Kelly
Company Secretary
Ellerston Capital Limited

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme: ATOMOS LIMITED

ACN/ARSN/ARBN: ACN 139 730 500

1. Details of substantial holder (1)

Name: Ellerston Capital Limited (Primary Person), and its associates being those persons listed in Annexure B

ACN/ARSN (if applicable): ACN 110 397 674

There was a change in the interests of the substantial holder on: 30/10/2019

The previous notice was given to the company on: 9/07/2019

The previous notice was dated: 9/07/2019

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Securities	15,716,002	9.86%	15,118,328	8.65%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure A	See Annexure A	See Annexure A	See Annexure A	See Annexure A	See Annexure A

Note, all transactions took place on a prescribed financial market (ASX or ChiX)

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of Securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Primary Person	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	In respect of 4,562,292 Securities shares held by HSBC Custody Nominees (Australia) Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.	4,562,292 Securities	2.61%
Primary Person	JP Morgan Nominees Australia Limited	JP Morgan Nominees Australia Limited	In respect of 1,646,104 Securities shares held by JP Morgan Nominees Australia Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.	1,646,104 Securities	.94%
Primary Person	State Street (Australia) Ltd	State Street (Australia) Ltd	In respect of 7,832,004 Securities shares held by State Street (Australia) Ltd as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.	7,832,004 Securities	4.48%
Primary Person	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	In respect of 1,018,598 Securities shares held by HSBC Custody Nominees (Australia) Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.	1,018,598 Securities	.58%
Primary Person	National Nominees Limited	National Nominees Limited	In respect of 59,330 Securities shares held by National Nominees Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.	59,330 Securities	.03%

5. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See annexures	The Substantial Shareholder – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000
	The entities listed in Annexure B – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000
ATOMOS LIMITED	29 Nott Street, PORT MELBOURNE, VIC, 3207

Signature

print name IAN KELLY capacity Company Secretary

sign here date 1/11/2019

ATOMOS LIMITED ACN 139 730 500

This is Annexure A of 1 pages referred to in Form Form 604 Change of interests of substantial holder.

Signature

print name IAN KELLY capacity Company Secretary

sign here date 1/11/2019

Date of Change	Person whose relevant interest changed	Consideration give in relation to change (5)	Class (6) and number of securities affected
30/10/2019	Primary Person	$714,134.20	549,334 Securities
29/10/2019	Primary Person	$198,421.91	-130,022 Securities
28/10/2019	Primary Person	$87,599.81	60,422 Securities
25/10/2019	Primary Person	$107,055.34	72,802 Securities
22/10/2019	Primary Person	$9,436.10	-6,403 Securities
21/10/2019	Primary Person	$119,385.00	-79,590 Securities
18/10/2019	Primary Person	$10,395.00	-6,930 Securities
14/10/2019	Primary Person	$18,628.51	-11,637 Securities
11/10/2019	Primary Person	$23,856.66	-14,750 Securities
10/10/2019	Primary Person	$75,686.36	-47,016 Securities
27/09/2019	Primary Person	$72,625.70	-42,721 Securities
26/09/2019	Primary Person	$129,226.90	-75,989 Securities
25/09/2019	Primary Person	$109,497.53	-63,985 Securities
24/09/2019	Primary Person	$14,530.27	-8,181 Securities
16/09/2019	Primary Person	$232,379.90	-160,262 Securities
13/09/2019	Primary Person	$104,477.46	-71,555 Securities
12/09/2019	Primary Person	$19,929.46	-13,653 Securities
11/09/2019	Primary Person	$6,579.83	-4,530 Securities
5/09/2019	Primary Person	$2,231.60	1,473 Securities
2/09/2019	Primary Person	$2,327.34	-1,473 Securities
30/08/2019	Primary Person	$541,414.25	-373,299 Securities
29/08/2019	Primary Person	$192,362.00	-130,000 Securities
21/08/2019	Primary Person	$21,447.79	-16,006 Securities
20/08/2019	Primary Person	$32,552.50	-25,000 Securities
14/08/2019	Primary Person	$4,517.50	-3,475 Securities
12/08/2019	Primary Person	$15,965.45	-12,235 Securities

Date of Change	Person whose relevant interest changed	Consideration give in relation to change (5)	Class (6) and number of securities affected
5/08/2019	Primary Person	$247,180.00	200,000 Securities
2/08/2019	Primary Person	$13,253.79	10,361 Securities
30/07/2019	Primary Person	$10,666.44	-7,567 Securities

ATOMOS LIMITED ACN 139 730 500

This is Annexure B of 3 pages referred to in Form Form 604 Change of interests of substantial holder.

Signature

print name	IAN KELLY	capacity	Company Secretary
sign here		date	1/11/2019

The following entities represent the Passive Substantial Holders. Each is a related body corporate of the Principal Person or a person that controls a related body corporate of the Principal Person and so an associate of the Primary Person under section 12(2)(a) of the Corporations Act, and therefore a substantial holder in the Company.

PARTY/ENTITY NAME	AUSTRALIAN COMPANY
Arctic Capital Ltd	
Bareage Pty Ltd	060 526 865
Buttermilk Properties LLC	
Cairnton Holdings Bahamas Limited	
Cairnton Holdings Limited	008 394 134
Cairnton Holdings LLC	
Cairnton Pty Ltd	001 735 075
Castwo Pty Ltd	084 494 520
Cavalane Holdings Pty Ltd	080 695 754
CBG Holding Company Pty Limited	163 161 420
Chatsworth One Limited	
Chatsworth Two Limited	
Chermon Pty Ltd	123 039 305
Conpress (Hong Kong) Ltd	
Conpress (Malaysia) Sdn Bhd	
Conpress Cayman III, LDC	
Conpress Christchurch Pty Ltd	
Conpress Finance BV	
Conpress Holdings Pty Ltd	088 047 974
Conpress International Finance Unlimited Company	
Conpress International (Netherlands Antilles) II NV	
Conpress Mauritius Limited	
Conpress Securities Pty Limited	160 602 853
Consolidated Custodians International Ltd	
Consolidated Custodians Pty Ltd	008 394 492
Consolidated Gaming Pty Ltd	071 513 409
Consolidated Press (Finance) LLC	
Consolidated Press (Finance) Pty Ltd	001 557 035
Consolidated Press (Finance) II Pty Ltd	603 295 834
Consolidated Press (Finance) III Pty Ltd	604 881 030
Consolidated Press Entertainment Pty Ltd	070 506 606
Consolidated Press Financial Services Pty Ltd	008 457 869
Consolidated Press Holdings (North America) LLC	
Consolidated Press Holdings Pty Limited	008 394 509
Consolidated Press International Limited	
Consolidated Press International Holdings Limited	
Consolidated Press Investments Pty Ltd	000 089 118
Consolidated Press Property Pty Ltd	004 160 703
C.P. International Investments Ltd	
C.P. Strategic Ltd	
CPH Barbuda Holdings Limited	
CPH Capital Pty Ltd	096 130 899

PARTY/ENTITY NAME	AUSTRALIAN COMPANY
CPH Crown Holdings Pty Limited	603 296 804
CPH Direct Investments Pty Ltd	122 328 652
CPH Gaming I Pty Limited	603 295 674
CPH Gaming II Pty Limited	603 295 923
CPH Gaming III Pty Limited	603 296 162
CPH Gaming IVA Pty Limited	603 296 537
CPH Gaming IVB Pty Limited	603 296 546
CPH (Ellerston Leisure) Holdings Pty Limited	608 726 334
CPH S.One Holdings Pty Limited	603 297 927
CPH S.One I Pty Limited	603 297 310
CPH Zhaopin Holdings Pty Limited	603 298 719
CPH Zhaopin Holdings I Pty Limited	603 298 344
CPH Zillow Holdings Pty Limited	603 300 090
CPH Zillow Holdings I Pty Limited	603 299 074
CPIL Two Limited	
ECS Investment Partners Pty Ltd	166 264 375
EC Ventures GP Pty Limited	606 074 864
Ellerstina Inversiones (Malaysia) Sdn Bhd	
Ellerstina Inversiones SA	
Ellerston Australian Small Companies Fund	
Ellerston Asia Growth Fund	
Ellerston Australian Share Fund	
Ellerston Australian Market Neutral Fund	
Ellerston Capital Limited	110 397 674
Ellerston Equity Tail Risk Fund	
Ellerston Global Equity Managers Fund	
Ellerston Global Macro Fund	
Ellerston Global Macro Fund (V2)	
Ellerston Global Mid Small Cap Fund	
Ellerston India Fund	
Ellerston JAADE Australian Private Assets Fund (Retail)	
Ellerston JAADE Australian Private Assets Fund (Wholesale)	
Ellerston Loan Fund	
Ellerston Low Volatility Income Strategy Fund	
Ellerston MicroCap Fund	
Ellerston Opportunities Pty Ltd	150 851 666
Ellerston Overlay ASF	
Ellerston SIV Cash Management Trust	
Ellerston SIV Government Bond Fund	
Ellerston SIV Low-Volatility Emerging Companies Fund	
Ellerston SIV Market Linked Income Fund	
Ellerston SIV Pure Emerging Companies Fund	
Ellerston SIV Stable Income Fund	
Ellerston Special Opportunities Platform	
Hoyts Cinemas (South America) Holdings Limited	
Hoyts Cinemas America Limited	
Hoyts Cinemas Argentina Limited	
Hoyts Cinemas Chile Limited	
Hoyts Cinemas Operations Pty Ltd	006 530 347
Hoyts Cinemas Overseas Holdings Sdn Bhd	
Hoyts Cinemas Polska sp Zoo	
Hoyts Emerging Territories Ltd	
Hoyts Overseas Operations Sdn Bhd	
HUSH Holdings Company Inc	
HUSH Holding Subsidiary Inc	
HUSH Holdings US Inc	
Hyde Park Gardens (Jersey) Limited	
Jaslib Pty Ltd	065 059 458
Jasopt Pty Ltd	065 064 164

PARTY/ENTITY NAME	AUSTRALIAN COMPANY
Manoc Developments Pty Ltd	137 556 524
Murray Leisure Group Pty Limited	000 090 273
Nicarby Pty Ltd	086 715 362
Northeast Cinemas, L.L.C.	
Northeast Cinemas (Connecticut) L.L.C.	
Northeast Cinemas (Maryland) L.L.C.	
Northkom Pty Ltd	082 885 961
Northkom I Pty Limited	604 022 899
Northkom Bahamas Limited	
Occam Partners Fund LP	
Ridgegate Proprietary Limited	058 139 923
Rosgrove Pty Limited	051 649 560
S.One Holding Company Pty Limited	601 640 215
Samenic Pty Limited	066 234 900
Savabow Pty Ltd	084 712 774
SBC Burlington Corp	
ScrumPac Pty Ltd	602 375 253
Silthree Pty Ltd	084 494 575
Siltwo Pty Ltd	084 494 495
Silver City Holdings, Inc.	
Tastee Shears Holdings Pty Limited	627 444 464
Toranaga Pty Ltd	056 229 728
Toray Pty Ltd	002 348 503
West Buttermilk Holdings VIII LLC	
Wilbur Holdings Aus Pty. Limited	633 535 565
Wilbur One Aus Pty. Limited	633 536 179