Announcement Summary

Entity name

ATOMOS LIMITED

Announcement Type

New announcement

Date of this announcement

Thursday May 14, 2020

The Proposed issue is:

☑ An offer of securities under a securities purchase plan
☑ A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
AMS	ORDINARY FULLY PAID	3,740,656

+Record date

Wednesday May 13, 2020

Offer closing date

Friday June 12, 2020

+Issue date

Friday June 19, 2020

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
AMS	ORDINARY FULLY PAID	24,265,000

Proposed +issue date

Wednesday May 20, 2020

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

ATOMOS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

25139730500

1.3 ASX issuer code

AMS

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

Thursday May 14, 2020

1.6 The Proposed issue is:

☑ An offer of +securities under a +securities purchase plan
☑ A placement or other type of issue

Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

☑ No

Part 4B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

AMS : ORDINARY FULLY PAID

Will the proposed issue of this +security include an offer of attaching +securities?

☑ No

Details of +securities proposed to be issued

ASX +Security Code and Description

AMS : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

3,740,656

Minimum Number of +securities proposed to be offered to each individual +security holder

1,000

Maximum Number of +securities proposed to be offered to each individual +security holder

66,666

Minimum subscription $ amount proposed to be offered to each individual security holder

AUD 450

Maximum subscription $ amount proposed to be offered to each individual security holder

AUD 30,000

Purpose of the issue

To strengthen the Company's balance sheet

Offer price details for retail security holders

Issue Currency

AUD - Australian Dollar

Offer Price per +security

AUD 0.45000

Estimated or Actual?

☑ Actual

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☑ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

☑ Yes

Provide the scale back details

Atomos reserves the right scale back applications at its absolute and sole discretion should the total demand exceed $1.7 million. When determining the amount (if any) by which to scale back a SPP application, Atomos may consider a number of factors, including the size of an applicant's shareholding in the Company after the SPP record date, and the date on which an application was made with earlier applications given precedence.

Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

Friday May 15, 2020

4C.2 +Record date

Wednesday May 13, 2020

4C.3 Date on which offer documents will be made available to investors

Monday May 25, 2020

4C.4 Offer open date

Monday May 25, 2020

4C.5 Offer closing date

Friday June 12, 2020

4C.6 Announcement of results

Wednesday June 17, 2020

4C.7 +Issue date

Friday June 19, 2020

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that:
- **the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and**
- **the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made?**

☑ No

4D.1a Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☑ Yes

4D.1a (i) How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

3,740,656

4D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☑ No

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

☑ Yes

4E.1a Who is the lead manager/broker?

Morgans Corporate Limited and Henslow Pty Limited are the joint lead managers

4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

2% for management of the Offer plus 1.5% SPP Handling Fee, i.e. 3.5% of funds raised = $58,915.33 plus GST

4E.2 Is the proposed offer to be underwritten?

☑ No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☑ No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Other fees relate to legal and ASX fees which are not be considered material

Part 4F - Further Information

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☑ No

4F.2 Countries in which the entity has security holders who will not be eligible to accept the proposed offer

The SPP is only open to shareholders in only open to shareholders in Australia and New Zealand

4F.3 URL on the entity's website where investors can download information about the proposed offer

https://www.atomos.com/investor from 25th May 2020

4F.4 Any other information the entity wishes to provide about the proposed offer

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

☑ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☑ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☑ No

Details of +securities proposed to be issued

ASX +Security Code and Description

AMS : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

24,265,000

Purpose of the issue

To strengthen the Company's balance sheet

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.45000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☑ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?
No

Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday May 20, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?
Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

24265000

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
No

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?
No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?
Yes

7E.1a Who is the lead manager/broker?

Morgans Corporate Limited and Henslow Pty Limited are the Joint Lead Managers

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

JLM fees are 2% for management of the Offer plus 3% Placement Fee, i.e. 5% of funds raised = $545,962.50 plus GST

7E.2 Is the proposed issue to be underwritten?

☑ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Other fees relate to legal and ASX fees which are not be considered material

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☑ No

7F.2 Any other information the entity wishes to provide about the proposed issue

No further information