Atomos Share Purchase Plan

25 May 2020

Atomos Limited (ASX: AMS) ("Atomos", or the "Company") announced on 14 May 2020 that it would be undertaking a Share Purchase Plan ("SPP"). The SPP is now open to eligible Atomos shareholders to apply for up to A$30,000 of new fully paid ordinary shares ("SPP Shares") without incurring brokerage or other transaction costs. The SPP is not underwritten.

The SPP follows Atomos's successfully completed A$10.9 million placement to institutional and sophisticated investors, which was conducted at A$0.45 per share ("Offer Price"). The issue price of the New Shares under the SPP will be the Offer Price, and new shares issued under the SPP will rank equally with existing Atomos shares from the date of issue.

Shareholders are eligible to participate in the SPP if they had a registered address in Australia or New Zealand on Atomos's register at 7.00pm on 13 May 2020 ("Eligible Shareholders").

The SPP is subject to the terms and conditions set out in the SPP booklet, which is being sent to Eligible Shareholders today. A copy of the SPP booklet is attached. Eligible Shareholders are encouraged to read the SPP booklet carefully, and if in any doubt about whether or not to accept the SPP offer, to consult with a financial or other professional adviser.

Shareholder Enquiries Shareholders with questions in relation to the SPP may contact the Company's Share Registry, Boardroom Pty Limited on 1300 737 760 (within Australia) or +612 9290 9600 (outside Australia) between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday.

Key Dates

Date	Event
13 May 2020	Record date for determining entitlements under the SPP
9.00am AEST 25 May 2020	SPP offer opens
27 May 2020	Share Purchase Plan Booklet dispatched to Eligible Shareholders
5.00pm AEST 12 June 2020	SPP offer closes
17 June 2020	Results of SPP announced
19 June 2020	SPP Shares allotted
19 June 2020	Expected quotation of SPP Shares
23 June 2020	Despatch of holding statements to shareholders participating in the SPP

This timetable is indicative only and Atomos may, at its discretion, vary any of the above dates by sending a revised timetable to the ASX. All times are Melbourne time.

-- ENDS --

Atomos Limited
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For further information please contact:

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About Atomos:

Atomos is a global video technology company delivering award-winning, simple to use monitor-recorder content creation products. These products give content creators across the rapidly growing social, pro-video and entertainment markets a faster, higher quality and more affordable production system.

Atomos' range of products take images directly from the sensor of all major camera manufacturers, then enhance, record and distribute them in high-quality formats for content creation using the major video editing software programs. Since being founded in 2010, Atomos has established strategic relationships with key technology providers within the ecosystem including Apple, Adobe, Sony, Canon, Panasonic, Nikon and JVC Kenwood.

Atomos is based in Australia with offices in the USA, Japan, China, UK and Germany and has a worldwide distribution partner network.

For more information please visit **www.atomos.com**

Atomos Limited
ACN 139 730 500

SHARE PURCHASE PLAN OFFER BOOKLET

This is an important document and requires your immediate attention.

Each Eligible Shareholder has the opportunity to participate in the Atomos Share Purchase Plan by applying for up to $30,000 of new ordinary shares in Atomos without incurring brokerage or other transaction costs.

Shares issued under the Atomos Share Purchase Plan will rank equally with existing Atomos ordinary shares.

This Offer Booklet provides details of the Atomos Share Purchase Plan and explains how shareholders can participate.

Key Dates

Date	Event
13 May 2020	Record date for determining entitlements under the SPP
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This timetable is indicative only and Atomos may, at its discretion, vary any of the above dates by sending a revised timetable to the ASX. All times are Melbourne time.

You should read this Offer Booklet in full.

This Offer Booklet contains important information. You should read this Offer Booklet in full and seek advice from a broker, accountant or other professional adviser if you have any questions about your investment in Atomos or the impact of the transactions described in this Offer Booklet. If you have any questions on how to participate in the SPP after reading this Offer Booklet, please contact the Company's Share Registry, Boardroom Pty Limited on 1300 737 760 (within Australia) or +612 9290 9600 (outside Australia) between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday.

This Offer Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS

25 May 2020

Dear Shareholder,

ATOMOS SHARE PURCHASE PLAN

AN OPPORTUNITY TO INCREASE YOUR SHAREHOLDING IN ATOMOS LIMITED

Atomos Limited (**Atomos** or **Company**) is pleased to invite you to participate in its Share Purchase Plan (**SPP**) offer on the terms and conditions set out in the attached document and in the enclosed "Share Purchase Plan Application Form". The SPP provides eligible shareholders with an opportunity to apply for up to A$30,000 worth of fully paid new ordinary shares in the capital of Atomos (**Shares**) without paying brokerage or other transaction costs, on the terms and conditions of the SPP.

Shares issued under the SPP will rank equally with the existing Shares of the Company, carrying the same voting rights and other entitlements.

The SPP issue price will be **A$0.45** per Share, which is the same price as investors paid under the placement announced to ASX on 14 May 2020 (**Placement**).

The offer price of **A$0.45** represents:

- 34.3% discount to the last traded price of the Company's shares on ASX on 11 May 2020;
- 26.0% discount to the 5-day volume weighted average price of the Company's shares traded on the ASX up to and including 11 May 2020 of $0.608; and
- 18.9% discount to the 10-day volume weighted average price of the Company's shares traded on the ASX up to and including 11 May 2020 of $0.555.

The current price of Shares can be obtained from the ASX.

Atomos intends to raise up to A$2 million (being approximately 3,740,658 Shares at an issue price of **A$0.45** per Share) under the SPP. If subscriptions under the SPP exceed A$2 million the Company may scale back applications received under the SPP pro rata or may elect to accept applications for a higher amount. If applications are scaled back, any excess application monies will be refunded without interest.

The issue of Shares under the SPP will not be underwritten.

Purpose of the SPP offer

Atomos intends to use the proceeds raised from the SPP combined with the proceeds from the Placement to further support effective and timely delivery of its planned products post COVID-19 as well as to fund its product expansion into the emerging streaming market and strengthen its balance sheet to provide a buffer against any further COVID-19 shocks.

How many Shares can I apply for?

To be eligible to participate in the SPP, you must have been a registered shareholder with an address in Australia or New Zealand at 7.00pm on 13 May 2020.

If you wish to participate in the SPP, you may apply for a minimum of 1,000 Shares and in increments of 1,000 Shares up to a limit of A$30,000 worth of Shares (66,666 Shares). The actual number of Shares received under the SPP will depend on any scale back.

Participation in the SPP is entirely at your option.

By accepting the SPP offer, you will be agreeing to be bound by those terms and conditions.

When to apply

To apply for SPP Shares, you must, by **5.00pm (AEST) on 12 Friday 2020**, either:

- make a payment directly via BPAY®, which is recommended in light of delays to postal services caused by the COVID-19 pandemic, as you do not need to return the Application Form enclosed with this Booklet if you choose this option; or
- complete and return the personalised Application Form enclosed with this Booklet, together with payment via cheque, bank draft or money order

To participate in the SPP offer you must complete and return the Share Purchase Plan Application Form together with your cheque, bank draft or money order in Australian dollars by 5.00pm AEST on 12 June 2020. Alternatively, you can pay by BPAY® (for Australian shareholders only), in which case you do not need to return the Application Form.

Important information

You should consider all the information about the SPP accompanying this letter before deciding whether to participate in the SPP. Atomos is not providing investment advice or making any recommendation in relation to the SPP. Any decision to participate in the SPP should be made after fully considering your own financial circumstances and needs. We recommend that you seek advice from a professional financial adviser if you are in any doubt about what action you should take.

If you have any questions about the SPP, please call Boardroom Pty Ltd (**Share Registry**), on 1300 737 760 (within Australia) or +612 9290 9600 (outside Australia) between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday.

Yours faithfully



Chris Tait
Executive Chairman

ATOMOS LIMITED

ACN 139 730 500

SHARE PURCHASE PLAN TERMS AND CONDITIONS

Atomos Limited – Share Purchase Plan

The Atomos Limited Share Purchase Plan (**SPP**) being offered by Atomos Limited (ASX: AMS) (**Atomos** or the **Company**) provides Eligible Shareholders (refer to section 8 below) with the opportunity to purchase additional fully paid ordinary shares in the Company (**Shares**) without incurring brokerage and other transaction costs.

Atomos is offering the SPP to allow Eligible Shareholders the opportunity to increase their holding in Atomos in a cost effective manner, at a discount to the market price as set out in section 2.

Details of the offer and how to participate are set out below.

This Offer Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation and particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

1. What is the timetable for the SPP?

The key dates for the SPP are set out below:

Date	Event
13 May 2020	Record date for determining entitlements under the SPP
9.00am AEST 25 May 2020	SPP offer opens
27 May 2020	Share Purchase Plan Booklet dispatched to Eligible Shareholders
5.00pm AEST 12 June 2020	SPP offer closes
17 June 2020	Results of SPP announced
19 June 2020	SPP Shares allotted
19 June 2020	Expected quotation of SPP Shares
23 June 2020	Despatch of holding statements to shareholders participating in the SPP

* Note: All times referred to are Melbourne time

The Company reserves the right to change the SPP Closing Date or the proposed Allotment Date or any other date included in the table above, at any time by making an announcement to the ASX. The Company also reserves the right to terminate the SPP at any time prior to the issue of Shares pursuant to the SPP. If the Company terminates the SPP, it will refund application monies without interest.

2. What is the issue price?

The issue price for each Share under the SPP will be **A$0.45**, which is the same price as investors paid under the placement announced to ASX on 14 May 2020 (**Placement**).

In issuing the Securities at the same price as investors paid under the Placement, Atomos is relying upon the ASX Class Waiver – Temporary Extra Placement Capacity (**Class Waiver**).

The Company is seeking to raise up to **A$2 million** under the SPP (which would involve the issue of 3,740,656 Shares). However, if applications are received for amounts in excess of A$2 million, the Company may at its absolute discretion increase the number of Shares to be issued under the SPP or scale back applications on a pro rata basis in accordance with the terms of the Class Waiver.

You should note that the Share price may rise or fall between the date of this offer and the date when Shares are allotted and issued to you under the SPP. This means that the price you pay per Share pursuant to this offer may be either higher or lower than the Share price at the time of the offer or at the time the Shares are issued and allotted to you under the SPP.

The current price of Shares can be obtained from the ASX.

3. How much can you invest under the SPP?

Eligible Shareholders may apply for a minimum of 1,000 new Shares and in increments of 1,000 Shares. The actual number of Shares received under the SPP will depend on any scale back.

The offer under the SPP needs to comply with the limit in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument 2019/547**). Under the ASIC instrument, Eligible Shareholders may only acquire a maximum of A$30,000 worth of Shares under a share purchase plan in any 12-month period. This means that Eligible Shareholders must not acquire more than A$30,000 worth of Shares, in aggregate, under this SPP. These limitations apply even if you receive more than one Application Form or if you hold Shares in more than one capacity, e.g. if you are both a sole and joint holder of Shares as described below.

4. Applications may be scaled back

Atomos reserves the right to scale back, in its absolute discretion, the number of Shares to be issued under the SPP.

If subscriptions under the SPP exceed **A$2 million** the Company may scale back applications received under the SPP. In accordance with the Class Waiver, if the Company determines to scale back applications, this will be applied on a pro rata basis to all participants and excess application monies will be refunded without interest.

5. Costs associated with SPP

There are no brokerage or transaction costs payable by Eligible Shareholders in relation to the application for and issue of Shares under the SPP.

6. Applications may be refused in full or part

Atomos reserves the right to reject all or any part of an application received under the SPP in its absolute discretion including in the following circumstances:

(a) your Application Form is incorrectly completed, incomplete or otherwise determined by Atomos to be invalid;

(b) you have applied for less than 1000 Shares;

(c) your cheque, bank draft or money order is dishonoured or is not made out for the corresponding value of Shares that you have applied for;

(d) your BPAY® payment is incomplete or invalid;

(e) you are a custodian and have not provided a custodian certificate with your application;

(f) your BPAY® payment or Application is received after the Closing Date; or

(g) Atomos believes you are not an Eligible Shareholder.

If an application is rejected, any application monies will be refunded without interest.

7. How do I apply for Shares under the SPP?

You may apply for Shares by:

- making a BPAY® payment (for Australian shareholders only) using the customer reference number shown on your Application Form, in which case you do not need to return your Application Form. If you make a payment by BPAY® and the Company receives an amount that is less than the whole amount for which Shares may be applied (see section 3 above) the value of Shares for which you apply will be rounded down to the next lowest whole amount (see section 3 above). Any amount not applied to your application will be refunded without interest.

- completing the enclosed Application Form and returning it together with your cheque, bank draft or money order drawn on an Australian bank and in Australian dollars to Boardroom Pty Ltd (**Share Registry**) in accordance with the instructions on the Application Form.

Please do not forward cash. Receipts for payment will not be issued. Applications must be received by 5.00pm AEST on 12 June 2020.

Applications and payments under the SPP may not be withdrawn once they have been received by Atomos. Application money will not bear interest as against Atomos under any circumstances.

Please read the enclosed SPP Application Form for further details of how to apply for Shares under the SPP.

If you apply to participate in the SPP by submitting a BPAY® payment or completing and returning the Application Form, you represent, and represent on behalf of each person on whose account you are acting, that:

(a) you are an Eligible Shareholder;

(b) the total of the application price for the following does not exceed A$30,000:

  (i) the Shares the subject of your application;

  (ii) any Shares applied for under the SPP;

  (iii) any other Shares which you have instructed a custodian to acquire on your behalf under the SPP;

(c) you are over the age of 18 (if an individual) and have full legal capacity and power to exercise or perform all of your rights and obligations under the SPP;

(d) you acknowledge that the Shares have not, and will not be, registered under the Securities Act 1933 of the United States of America (**Securities Act**) or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws; and

(e) you have not and will not send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a US person.

As used herein, the terms "United States" and "US persons" are as defined in Regulation S under the Securities Act.

By accepting an offer to acquire Shares under the SPP, you:

(a) agree to be bound by these SPP Terms and Conditions and by Atomos' constitution;

(b) acknowledge that your Application is irrevocable and cannot be varied by you;

(c) authorise the Company to correct any minor errors in your Application Form;

(d) agree that the Company may determine that your Application Form is valid even if it is incomplete, contains errors or is otherwise not competed in accordance with these SPP Terms and Conditions;

(e) acknowledge that the information contained in this SPP Offer Booklet does not constitute financial product advice, are not a recommendation that SPP Shares are a suitable investment for you and have been prepared without taking into account your investment objectives, financial situation or particular needs;

(f) acknowledge that this SPP Offer Booklet is not a prospectus and does not contain all of the information you require to make a decision as to whether to apply for Shares under the SPP;

(g) agree that the Company is not responsible for any loss suffered by you if you do not receive any refund of application money due to you under these SPP Terms and Conditions provided the Company has sent the refund to your address or nominated bank account shown on the Company's register of shareholders; and

(h) agree to pay to the Company any dishonour fees or other costs the Company incurs if your cheque is dishonoured when presented for payment.

8. Who is an Eligible Shareholder?

Registered holders of Shares in the Company at 7.00pm Melbourne time on 13 May 2020 (**Record Date**) having a registered address in either Australia or New Zealand are eligible to participate in the SPP (**Eligible Shareholders**).

The Company has determined that the SPP may only be accepted by residents of Australia and New Zealand. In the opinion of the Company these places are the only places in which it is lawful and practical for the Company to offer the SPP. To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that acceptance of the offer complies with all applicable laws.

9. Participation by single holders

If you are an Eligible Shareholder and you have received more than one offer under the SPP (for example, because you hold more than one shareholding under separate share accounts), you may not apply for Shares with an application value exceeding A$30,000 under the SPP. This is because the maximum amount that may be raised by law under a share purchase plan from each eligible holder in any 12 month period is A$30,000. By applying for Shares under the SPP, you certify that you have not exceeded this limit. The Company reserves the right to reject any application for Shares where it believes there has not been compliance with this requirement.

10. Participation by joint holders

If two or more persons are recorded in the register of members as jointly holding Shares, they will be taken to be a single registered holder for the purposes of the SPP. Joint holders are only entitled to participate in the SPP in respect of that single holding.

11. Participation on behalf of beneficial owners by custodians, trustees or nominees

If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Instrument 2019/547 (**Custodian**) and you hold Shares on behalf of one or more persons that are not custodians (each a **Participating Beneficiary**), you may not apply for Shares totalling more than A$30,000 in any 12 month period unless, on application, you give to the Company a certificate (**Custodian Certificate**) in which you verify the following:

(a) that you hold Shares on behalf of one or more Participating Beneficiaries who have instructed you to apply for Shares on their behalf under the SPP;

(b) that another custodian (Downstream Custodian) holds beneficial interests in Atomos's Shares and that you hold the Shares to which those beneficial interests relate on behalf of a Downstream Custodian or another custodian and they have instructed you to apply for Shares on their behalf under the SPP;

(c) the number of Participating Beneficiaries;

(d) the name and address of each Participating Beneficiary for whom you are applying for Shares under the SPP;

(e) the number of Atomos Shares that you hold on behalf of each Participating Beneficiary or the number of Shares to which the beneficial interest held by the Downstream Custodian relates (as applicable);

(f) the number or dollar amount of Shares which each Participating Beneficiary has instructed you or the Downstream Custodian (as applicable) to apply for on their behalf under the SPP;

(g) that the application price for the Shares that you or the Downstream Custodian have applied for on behalf of a Participating Beneficiary under the SPP, and any other shares in the class applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed A$30,000;

(h) where you hold shares on behalf of a Participating Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian;

(i) that a copy of the SPP offer document has been given to each Participating Beneficiary; and

(j) any such additional or varied information as might be required under any more specific ASIC relief that might be granted to Atomos in relation to the SPP.

If you hold Shares as a trustee, custodian or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians who wish to apply on behalf of one or more Participating Beneficiaries should contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +612 9290 9600 (outside Australia) to obtain a Custodian Certificate. Applications by Custodians must be accompanied by a completed Custodian Certificate.

12. Are Eligible Shareholders required to participate in the SPP?

No. Participation in the SPP is entirely optional. The offer to acquire Shares under the SPP is not a recommendation to acquire Shares or financial product advice.

Before deciding on whether to participate in the SPP, you should consider the Company's latest financial statements and recent announcements to ASX (ASX: AMS) and, if you are in any doubt, consult your independent financial and taxation advisers.

13. What are the Shares being offered under the SPP?

Shares issued under the SPP are fully paid ordinary shares in the Company.

Shares issued under the SPP will rank equally with the existing fully paid ordinary shares of the Company, carrying the same voting rights and other entitlements.

14. Can the offer under the SPP be transferred to a third party?

No. The offer is non-renounceable and cannot be transferred to any other person.

15. Is the SPP underwritten?

No. The SPP will not be underwritten.

16. Quotation and notification of my allotment?

The Company will apply for the Shares to be quoted on ASX which is expected to commence on or around 19 June 2020. You will be sent a holding statement or confirmation of allotment on or around 23 June 2020.

17. Foreign securities restrictions

As noted above, the SPP is only being extended to shareholders with a registered address in Australia or New Zealand. This document (and the accompanying Application Form) does not constitute an offer of securities in Atomos in any jurisdiction in which such an offer would be illegal.

To the extent that a shareholder holds Shares on behalf of another person resident outside Australia or New Zealand, it is that shareholder's responsibility to ensure that any acceptance complies with all applicable foreign laws.

New Zealand

The New Shares are not being offered or sold to retail investors within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

Neither this document nor the Application Form constitutes an offer of securities in the United States or to, or for the account or benefit of any US person.

The Shares to be issued under this SPP have not been and will not be registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States.

In order to comply with relevant securities laws, the Shares to be issued under this SPP may not be offered to shareholders located in the United States or to shareholders who are, or who are acting for the account or benefit of, US persons.

Because of these legal restrictions, you must not send copies of the SPP Terms and Conditions or any other material relating to the SPP to any person resident in the United States or any person who is, or is acting for the account or benefit of, US persons.

Consistent with the warranties contained in these SPP Terms and Conditions and the accompanying Application Form, you may not submit any completed Application Forms for any person resident in the United States or who is, or is acting for the account or benefit of, "U.S. persons". Failure to comply with these restrictions may result in violations of applicable securities laws.

18. Compliance with ASIC Instrument 2019/547

This offer of securities under the SPP is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 which grants relief from the requirement to prepare a prospectus for the offer of the Shares under the SPP.

19. Compliance with ASX Class Waiver – Temporary Extra Placement Capacity

This offer of securities under the SPP is made in reliance on the ASX Class Waiver – Temporary Extra Placement Capacity, issued 31 March 2020, which allows Atomos to issue securities under the SPP at the same price as those issued under the Placement, subject to several conditions. Conditions include disclosure of scale-back arrangements in this Offer Booklet, applying any scale-back on a pro rata basis, and endeavouring to ensure SPP Offer participants have a reasonable opportunity to participate in the overall capital raising.

20. Withdrawal, suspension, termination, anomalies and disputes

Atomos reserves the right to waive strict compliance with any provision of these terms and conditions, to amend or vary these terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even

where Atomos does not notify you of that event. Atomos may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determinations by Atomos will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

21. Privacy policy

Chapter 2C of the Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.

The Company and its Share Registry may collect personal information to process your Application Form, implement the SPP and administer your shareholding. The personal information contained in the share register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Act.

Your personal information may be disclosed to joint investors, the Share Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of Atomos and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the ATO and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

Atomos' privacy policy is available at https://www.atomos.com/privacy-policy

The Share Registry's privacy policy is available on its website https://boardroomlimited.com.au/corp/privacy-policy/

22. Taxation

None of Atomos, its officers, employees, advisers or agents makes any representations or warranties about, and accepts no responsibility for, the liability of Eligible Shareholders to pay income tax in respect of any issue of Shares, payment or other transaction under the SPP.

23. Governing law

This offer is governed by the law in force in Victoria. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of Victoria.

24. Contact us

If you have any further queries in relation to the SPP, please contact the Company's Share Registry, Boardroom Pty Ltd, on 1300 737 760 (within Australia) or +612 9290 9600 (outside Australia) between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday.

Share Purchase Plan - Application Form

Record Date: 7.00pm (AEST time) 13 May 2020

Open Date: 9.00am (AEST) 25 May 2020

Closing Date: 5.00pm (AEST) 12 June 2020

SPP Issue Price: $0.45

DPID
Name and address
Name and address
Name and address
Name and address
Name and address
Name and address

Barcode

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This is an important document which requires your immediate attention. It can only be used in relation to the securityholder represented by the details above. If you are in doubt as to how to deal with this document, please contact your professional adviser. Terms not defined in this Application Form have the meaning given in the SPP Terms and Conditions ("SPP Offer Booklet"), dated 25 May 2020, accompanying this Application Form.

A Offer Details

Eligible Shareholders are entitled to apply to purchase a parcel of fully paid ordinary shares in Atomos Limited (**Atomos**) (**New Shares**) with a minimum application amount of $1,000.00 and any additional New Shares in increments of $1,000.00, with a maximum application amount of $30,000.00.

Before applying for New Shares you should read the SPP Offer Booklet accompanying this Application Form and the '*Applicant's Certification and Acknowledgments'* on the back of this Application Form carefully.

This SPP is non-renounceable meaning that you cannot transfer your right to purchase New Shares to another person. Applications can only be accepted in the name printed on the Application Form. If you are a custodian, trustee or nominee within the definition of "custodian" (as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) (**Custodian**), you must complete and return this Application Form together with the Custodian Certificate referred to in Section F of this Application Form.

Atomos may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application.

Any determinations by Atomos will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination related. Atomos reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions, to suspend or terminate the SPP at any time or to implement a scale back of applications. Any such waiver, amendment, variation, suspension, termination or scale back will be binding on all Eligible Shareholders even where Atomos does not notify you of that event. If you do not wish to subscribe for New Shares under the SPP, there is no need to take any action.

B Offer Choice

Indicate the parcel of New Shares you wish to apply for by marking one box only below:

Choice 1

☐ Apply to purchase the minimum application amount of $1,000.00

OR

Choice 2

If you wish to select choice 2 please specify the dollar amount (up to a maximum of $30,000.00) applied for below **in increments of $1,000.00**

☐ Amount applied for $_____

C Payment Details

Payment may only be made by BPAY® or cheque, bank draft or money order and in Australian dollars. Cash will not be accepted and payments cannot be made at any bank. Custodians cannot make payment by BPAY®.

Payment Option 1 - BPAY

Biller Code:

Ref:

Telephone and Internet Banking - BPAY®Contact your bank, credit union or building society to make this payment from your cheque or savings account.
More info: www.bpay.com.au
® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY® please contact your participating financial institution.
- If paying by BPAY® you will be deemed to have completed an Application Form for the value of New Shares the subject of your payment. You do not need to return this Application Form.
- Your payment must be received by the Registry by 5.00pm (AEST) on 12 June 2020.
- Please ensure you pay the correct amount. If your BPAY payment is:
  - an amount less than A$1,000.00, Atomos will reject your application for New Shares and refund your application money in full (without interest); or
  - an amount greater than A$1,000.00 that is not an increment of $1,000.00 up to the maximum of $30,000.00, Atomos may, at its discretion:
    - reject your application for New Shares and refund your application money in full (without interest); or
    - treat your application as if you had applied for the next lowest parcel of New Shares and refund the excess application money to you (without interest).
- Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

Payment Option 2 - Cheque, bank draft or money order

Record your cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A$

- If paying by cheque, bank draft or money order you must complete this Application Form and submit it together with your cheque, bank draft or money order.
- Only cheques, bank drafts or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque, bank draft or money order must be made payable to 'Atomos Limited' and crossed '**Not Negotiable**'.
- Please ensure that you submit the correct amount. If your cheque, bank draft or money order is for:
    - an amount less than A$1,000.00, Atomos will reject your application for New Shares and refund your application money in full (without interest); or
    - an amount greater than A$1,000.00 that is not an increment of $1,000.00 up to the maximum of $30,000.00, Atomos may, at its discretion:
        - reject your application for New Shares and refund your application money in full (without interest); or
        - treat your application as if you had applied for the next lowest parcel of New Shares and refund the excess application money to you (without interest).
- Make sure you send your completed Application Form and payment allowing enough time for mail delivery so the Registry, Boardroom Pty Limited, receives them no later than 5.00pm (AEST) on 12 June 2020.
- If paying by cheque, please ensure sufficient cleared funds are held in your account as your cheque will be banked as soon as it is received.
- Atomos reserves the right not to process any Application Forms that are incomplete or where payment is received after 5.00pm (AEST) on 12 June 2020.

D Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone No.	Work telephone No.	Contact name

E Applicant's Certification and Acknowledgements

By completing and returning this Application Form with your cheque, bank draft or money order to the Registry or making a BPAY® payment, you:

- represent and warrant that you have read and understood the Plan Booklet (including the terms and conditions of the SPP) and that you acknowledge the matters, and make the representations, warranties and certifications, in the terms and conditions of the SPP, including as to your eligibility to participate in the SPP;
- represent and warrant that by making payment, you agree to be bound by the constitution of Atomos Limited and that the submission of the payment constitutes an irrevocable offer by you to subscribe for New Shares on the terms of the SPP and you will be deemed to have accepted and be bound by the terms and conditions of the SPP;
- **represent and warrant that the aggregate of the application price paid for by you for:**
    - **the New Shares as indicated above;**
    - **any other New Shares in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the Application Form;**
    - **any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; or**
    - **any other Shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application under the SPP as a result of an instruction given by you to the Custodian or another custodian and which resulted in you holding beneficial interests in such Shares,**

  does not exceed $30,000.00;
- acknowledge that this Application Form does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. This Application Form may not be distributed or released in the United States. None of the Shares offered under this SPP have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares to be offered and sold in this SPP may only be offered and sold to investors that are not in the United States and are not acting for the account or benefit of a person in the United States in "offshore transactions" (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act;
- are deemed to have made the declarations appearing in the Plan Booklet, in particular you represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States, and you are not otherwise a person to whom it would be illegal to make an offer of or issue of Shares under this SPP and under any applicable laws and regulations; and
- acknowledge that you may receive a lesser number of New Shares than the number of New Shares you apply for. In which case, excess application monies will be returned to you without interest.

NO SIGNATURE IS REQUIRED ON THIS FORM **THIS OFFER IS NON-RENOUNCEABLE**

BPAY payments or Application Forms and accompanying cheques, bank drafts or money orders must be received no later than 5.00pm (AEST time) on 12 June 2020 at:

MAILING ADDRESS
Atomos Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

HAND DELIVERY ADDRESS
Atomos Limited
C/- Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

F Information for Custodians

If you are a Custodian you must complete this Application Form and a Custodian Certificate (which must be requested from the Registry) and submit both documents together with your cheque, bank draft or money order. Custodians cannot make payment by BPAY. Please contact the Registry, Boardroom Pty Limited, on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia to obtain a copy of the Custodian Certificate. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected.