ATOMOS LIMITED

ABN 25 139 730 500

NOTICE OF ANNUAL GENERAL MEETING

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

Time: 9.00am (AEDT)

Date: Monday, 30 November 2020

Place: To be held virtually via the Lumi AGM application

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 of Annual General Meeting 2020

Notice is given that the 2020 Annual General Meeting of the Shareholders of Atomos Limited will be held at 9.00am (AEDT) on Monday, 30 November 2020.

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.

Attending the AGM virtually

Due to the current circumstances relating to COVID-19 and the associated restrictions on travel and public gatherings, the Company has elected to host the AGM virtually, through the Lumi AGM application (**Lumi**), to ensure all Shareholders are still able to attend and participate in the AGM.

Shareholders will be able to view the meeting presentations and listen to the meeting live, submit questions to the Chairman in real time and vote on Resolutions through Lumi.

Shareholders who wish to participate in the AGM online may do so:

a. From their computer, by entering the URL into their browser: https://web.lumiagm.com/384488019
b. From their mobile device by either entering the URL in their browser: https://web.lumiagm.com/384488019 or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the AGM online or through the app, you can log in to the meeting by entering:

1. Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
3. If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Attending the meeting online enables Shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

More information regarding participating in the AGM online can be found by visiting www.boardroomlimited.com.au/agm/atomos.

AGENDA

Financial Statements and Reports

To receive the Annual Report of the Company and its controlled entities for the year ended 30 June 2020 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 2020.

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 2020 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: Re-Election of Director – Mr Christopher Tait

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

"That Mr Christopher Tait, having retired from his office as a Director of the Company in accordance with clause 59.1 of the Company's Constitution and ASX Listing Rule 14.5 and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company".

Resolution 3A: Ratification of Prior Issue of 24,265,000 Shares under May 2020 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 24,265,000 Fully Paid Ordinary to sophisticated and/or professional investors under the Institutional placement announced on 14 May 2020, 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, this does not apply to a vote cast in favour of a resolution by:

a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
b. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3B: Ratification of Prior Issue of 29,628 Shares to a consultant for services rendered under a consultancy agreement

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 29,628 Fully Paid Ordinary Shares to a consultant on 5 June 2020, 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, this does not apply to a vote cast in favour of a resolution by:

a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
b. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and

- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3C: Ratification of Prior Issue of 44,329 Shares to a consultant for services rendered under a consultancy agreement

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 44,329 Fully Paid Ordinary Shares to a consultant on 21 July 2020, 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, this does not apply to a vote cast in favour of a resolution by:

a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
b. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3D: Ratification of Prior Issue of 15,477 Shares to a consultant for services rendered under a consultancy agreement

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 15,477 Fully Paid Ordinary Shares to a consultant on 16 October 2020, 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, this does not apply to a vote cast in favour of a resolution by:

a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
b. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4A: 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 675,000 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.

However, this does not apply to a vote cast in favour of a resolution by:

a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
b. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 4A 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 4B: 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 207,365 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, this does not apply to a vote cast in favour of a resolution by:

a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
b. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 4B 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 4C: 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 500,000 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, this does not apply to a vote cast in favour of a resolution by:

a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

b. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 4C 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 4D: 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 207,000 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, this does not apply to a vote cast in favour of a resolution by:

a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
b. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 4D 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 4E: 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 94,769 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."

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, this does not apply to a vote cast in favour of a resolution by:

a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
b. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 4E 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.

BY ORDER OF THE BOARD

Lisa Dadswell
Company Secretary
30 October 2020

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 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 Saturday, 28 November 2020.

3. How to join online

The Company advises that due to the Australian Government's recent restrictions with respect to indoor gatherings at the time of the issue of this Notice (in response to the COVID-19 pandemic), the Company has determined that it would be prudent for its Annual General Meeting of Shareholders to be held online only.

The Meeting will be held virtually via Lumi with strictly no Shareholders in physical attendance.

The Board encourages shareholders to monitor the ASX and the Company's website for any updates in relation to the Annual General Meeting that may need to be provided. In the meantime, the Board encourages shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting, as the situation may change.

Shareholders who wish to participate in the AGM online may do so:

a. From their computer, by entering the URL into their browser: https://web.lumiagm.com/384488019
b. From their mobile device by either entering the URL in their browser: https://web.lumiagm.com/384488019 or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the AGM online or through the app, you can log in to the meeting by entering:

1. Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
3. If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Attending the meeting online enables Shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

More information regarding participating in the AGM online can be found by visiting www.boardroomlimited.com.au/agm/atomos.

4. Proxies

A shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend (virtually) 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 9.00am (AEDT) on Saturday, 28 November 2020.
(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

5. Online Voting

Shareholders can lodge their votes electronically at www.boardroomlimited.com.au/agm/atomos 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.

6. Voting by Corporate Representative

Body corporate Members may attend and vote during the meeting via corporate representative by using the Lumi website or the Lumi app using the Voting Access Code

found on the Proxy Form. Only one login per body corporate with voting rights will be permitted and any other people from the body corporate wishing to attend should register as guests to attend the meeting. By entering the body corporate's Voting Access Code you will be taken to have certified pursuant to section 250D of the Corporations Act that you have been validly appointed as the body corporate's representative to exercise all or any of the powers the body corporate may exercise at the AGM.

7. 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 23 November 2020.

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 virtually on Monday, 30 November 2020 at 9.00am (AEDT) via the Lumi AGM application.

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 23 November 2020 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 2020.

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 2020 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.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, 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 2021 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: Re-Election of Director – Mr Christopher Tait

Clause 59.1 of the Company's Constitution provides that a Director who has been in office throughout the longer of a period of three years as at the commencement of the annual general meeting and the period since the conclusion of the earliest of the three annual general meetings immediately preceding that meeting must retire. Further to this, ASX Listing Rule 14.5 provides that and entity which has directors must hold an election of directors at each annual general meeting. Mr Tait was appointed as a Director of the Company on 11 September 2017 and retires in accordance with Clause 59.1 of the Company's Constitution and ASX Listing Rule 14.5 and, being eligible, offers himself for re-election.

Chris is the Executive Chairman of the Company.

Chris has over 25 years' experience advising both local and multinational companies. Commencing his career with Deloitte's London office where he became a director, Chris subsequently became the head of Strategy and Acquisitions for WHSmith PLC, before moving to Melbourne to become the regional CFO for WH Smith Asia Pacific.

Chris then became one of the founders of Henslow, the Corporate Adviser to the Company. Chris's skills focus on general strategic advice, mergers and acquisitions, private capital raises and transaction structuring.

Chris is a co-founding director of Henslow, chairman of Atomos and Henslow investee companies and Credo Pty Ltd and Non-Executive Director of MyDeal.com.au Ltd.

Chris holds a BSc in Economics and Accountancy from City, University of London and is qualified as a chartered accountant from the Institute of Chartered Accountants in England & Wales.

Board Recommendation

The Directors unanimously (with Mr Tait abstaining in relation to his own appointment) support the re-election of Mr Tait 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.

Resolutions 3A, 3B, 3C and 3D: Ratification of Prior Issue of Shares

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 under Resolution 3A, 3B, 3C and 3D 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 as follows:

- to a consultant as non-cash consideration for consultancy services provided to the Company; and
- to institutional investors under a $10.9 million institutional placement which was announced on 14 May 2020.

This resolution seeks to ratify the prior issue of Shares 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 will not be counted towards the Company's 15% placement capacity. Conversely, if these resolutions are not approved, the Shares will be counted towards the Company's 15% placement capacity.

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 3A, 3B, 3C and 3D:

Shares issued under May 2020 Institutional Placement, Resolution 3A:

Date of announcement:	14 May 2020
Date of issue:	20 May 2020
Number of securities issued:	24,265,000 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/sophisticated investors. The allottees were not related parties of the Company.
Issue price:	$0.45 per Share
Use of funds raised:	To strengthen the Company's balance sheet
Voting Exclusion:	A voting exclusion statement applies to this item of business as set out in the Notice.

Shares issued under consultancy agreement, Resolution 3B:

Date of announcement:	5 June 2020
Date of issue:	5 June 2020
Number of securities issued:	29,628 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	The shares were issued to Neil Chatfield, a consultant to the Board of the Company. The allottee was not a related party of the Company.
Issue price:	15,317 shares valued at $1.066 per Share 14,311 shares valued at $1.40 per Share
Use of funds raised:	Not applicable - Paid to a consultant for services rendered under a consultancy agreement.
Any other material terms of the agreement:	The consultant was engaged as an advisor to the board of directors. He was paid partially in equity and the above relates to the period February to December 2019. Total consideration under the agreement was $40,000 per annum in cash and $40,000 per annum in shares.
Voting Exclusion:	A voting exclusion statement applies to this item of business as set out in the Notice.

Shares issued under consultancy agreement, Resolution 3C:

Date of announcement:	21 July 2020
Date of issue:	21 July 2020
Number of securities issued:	44,329 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	The shares were issued to Neil Chatfield, a consultant to the Board of the Company. The allottee was not a related party of the Company.
Issue price:	44,329 shares valued at $0.451 per Share
Use of funds raised:	Not applicable - Paid to a consultant for services rendered under a consultancy agreement.
Any other material terms of the agreement:	The consultant was engaged as an advisor to the board of directors. He was paid partially in equity and the above relates to the period January 2020 to June 2020. Total consideration under the agreement was $40,000 per annum in cash and $40,000 per annum in shares.

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

Shares issued under consultancy agreement, Resolution 3D:

Date of announcement:	16 October 2020
Date of issue:	16 October 2020
Number of securities issued:	15,477 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	The shares were issued to Neil Chatfield, a consultant to the Board of the Company. The allottee was not a related party of the Company.
Issue price:	15,477 shares valued at $0.6461 per Share
Use of funds raised:	Not applicable - Paid to a consultant for services rendered under a consultancy agreement.
Any other material terms of the agreement:	The consultant was engaged as an advisor to the board of directors. He was paid partially in equity and the above relates to the period July to September 2020. Total consideration under the agreement was $40,000 per annum in cash and $40,000 per annum in shares.
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 3A, 3B, 3C and 3D. The Chairman of the meeting intends to vote all undirected proxies in favour of Resolutions 3A, 3B, 3C and 3D.

Resolutions 4A, 4B, 4C, 4D and 4E: 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 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**).

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the securities the subject of Resolutions 4A, 4B, 4C, 4D and 4E:

Options

Director	Exercise Price	No. of Options to be granted	Expiry Date
Mr Jeromy Young	$0.5276	675,000	30 June 2030

Performance Rights

Director	Exercise Price	No. of Performance Rights to be granted	Expiry Date
Mr Jeromy Young	Nil	207,365	31 December 2021
Mr Christopher Tait	Nil	500,000	31 December 2021
Mr Stephen Stanley	Nil	207,000	31 December 2021
Sir Hossein Yassaie	Nil	94,769	31 December 2021

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 - the options vest based on the achievement of two independent financial performance hurdles:
        - Up to 60% of the options will vest based on achievement of Total Shareholder Return (TSR) growth targets over the 3-year vesting period; and
        - Up to 40% of the options will vest based on EBITDA as a percentage of sales targets over the 3-year vesting period.
- 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 2021 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 2021; and
    b. In relation to the CEO only, the performance rights vest based on the EBITDA profitability of the company for the period from 1 July 2020 to 30 June 2021.
- 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.

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

a) The maximum number of Performance Rights to be granted under Resolutions 4B, 4C, 4D and 4E are:

Director	Maximum No. of Performance Rights
Mr Jeromy Young	207,365
Mr Christopher Tait	500,000
Mr Stephen Stanley	207,000
Sir Hossein Yassaie	94,769

b) 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.

c) The following securities have previously been issued under the ESOP to the persons referred to in ASX Listing Rule 10.14 since the Company listed:

Director	No. of Securities Issued under the ESOP	Average Acquisition Price
Mr Jeromy Young	1,482,261	Nil
Mr Christopher Tait	319,715	Nil
Mr Stephen Stanley	299,054	Nil
Sir Hossein Yassaie	299,054	Nil

d) The names of people referred to in ASX Listing Rule 10.14 entitled to participate in the Plan and their current remuneration packages are as follows:

Name	Position	Remuneration Package
Mr Jeromy Young	CEO and Director	$750,031 (including salary, options[1] and performance rights[2])
Mr Christopher Tait	Executive Chairman	$616,300 (including director fees and performance rights[2])
Mr Stephen Stanley	Non-Executive Director	$149,213 (including director fees and performance rights[2])

Sir Hossein Yassaie	Non-Executive Director	$90,000 (including director fees and performance rights[2])

[1]Assumes maximum vesting of options with an assumed fair value of $0.30 per option
[2]Assumes maximum vesting of performance rights with an assumed value of $0.5276 per right

e) The 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.

f) The Performance Rights will be granted as incentive performance rights and hence are granted for no consideration. As the 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 Performance Rights.

g) A copy of the rules of the Atomos Equity Incentive Plan is attached to this Notice of Meeting.

h) Details of any securities issued under the scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

i) The Performance Rights proposed to be granted to Messrs Young, Tait, Stanley and Yassaie pursuant to Resolutions 4A, 4B, 4C, 4D and 4E 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 4A, 4B, 4C, 4D, and 4E as it relates to a grant of Performance Rights to them.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolutions 4A, 4B, 4C, 4D and 4E.

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 Monday, 30 November 2020 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 2020;

"**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.

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 9:00am (AEDT) on Saturday, 28 November 2020.**

TO VOTE ONLINE

STEP 1: VISIT https://www.votingonline.com.au/amsagm2020

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 **9:00am (AEDT) on Saturday, 28 November 2020.** 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/amsagm2020

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

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 **as a virtual meeting on Monday, 30 November 2020 at 9:00am (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 4A through 4E, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 4A through 4E 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 4A through 4E). 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*
Res 1	Adoption of Remuneration Report	☐	☐	☐
Res 2	Re-Election of Director – Mr Christopher Tait	☐	☐	☐
Res 3A	Ratification of Prior Issue of 24,265,000 Shares under May 2020 Institutional Placement	☐	☐	☐
Res 3B	Ratification of Prior Issue of 29,628 Shares to a consultant for services rendered under a consultancy agreement	☐	☐	☐
Res 3C	Ratification of Prior Issue of 44,329 Shares to a consultant for services rendered under a consultancy agreement	☐	☐	☐
Res 3D	Ratification of Prior Issue of 15,477 Shares to a consultant for services rendered under a consultancy agreement	☐	☐	☐
Res 4A	Issue of Options to Mr Jeromy Young under the Atomos Equity Incentive Plan	☐	☐	☐
Res 4B	Issue of Performance Rights to Mr Jeromy Young under the Atomos Equity Incentive Plan	☐	☐	☐
Res 4C	Issue of Performance Rights to Mr Christopher Tait under the Atomos Equity Incentive Plan	☐	☐	☐
Res 4D	Issue of Performance Rights to Mr Stephen Stanley under the Atomos Equity Incentive Plan	☐	☐	☐
Res 4E	Issue of Performance Rights to Sir Hossein Yassaie under the Atomos Equity Incentive Plan	☐	☐	☐

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 / / 2020