ATOMOS

ACN 139 730 500

Pre-Quotation Disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation, on a normal settlement basis, of the fully paid ordinary shares (**Shares**) in Atomos Limited ACN 139 730 500 (**Atomos** or the **Company**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by the Company with the Australian Securities and Investments Commission (**ASIC**) on 30 November 2018 (**Prospectus**).

1. Basis of allocation and procedures for determining allocation

The initial public offering of 14,634,146 Shares at an issue price of A$0.41 per Shares to raise A$6 million (**Offer**) closed on 18 December 2018.

The basis of allocation for each component of the Offer was determined as follows:

- The allocation of Shares between the Institutional Offer and Broker Firm Offer was determined by agreement between the Company and the Joint Lead Managers.
- Institutional Offer - the allocation of Shares under the Institutional Offer was determined by the Joint Lead Managers in consultation with the Company.
- Broker Firm Offer - for participants in the Broker Firm Offer, the relevant broker will decide as to how the Shares are allocated amongst their eligible retail clients.
- Employee Incentive Offer – The allocation of Performance Rights and/or New Options under the Employee Incentive Offer was determined by the Company. Each eligible employee that received a personalised invitation to participate in the Employee Incentive Offer was entitled to the allocation set out in the personalised Employee Incentive Offer Invitation Letter.

The Joint Lead Managers have advised successful applicants in the Institutional Offer of their allocations. Applicants under the Broker Firm Offer may confirm their allocations by contacting their broker. All Applicants can also confirm their allocation of securities under the Offer, or make general enquiries regarding the Offer, by contacting the Atomos Offer Information Line on 1300 737 760 within Australia, or +61 2 9290 9600 (outside Australia) between 8.30am and 5:30pm AEDT, Monday to Friday (excluding public holidays).

2. The number of Securities issued under the Offer

The number of Shares, New Options and Performance Rights issued under each component of the Offer was as follows:

- Institutional Offer – 8,048,782 Shares;
- Broker Firm Offer – 6,585,364 Shares; and
- Employee Incentive Offer:
    - 2,181,170 Performance Rights; and

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- 6,505,391 New Options.

3. Intended despatch date

Despatch of the following has been done on 21 December 2018:

- in relation to all holdings on the CHESS sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1;
- in relation to all other holdings, issuer sponsored holding statements; and
- any refund monies.

4. Distribution Schedule

The distribution schedule of holders in each class of security to be quoted on the ASX is set out in Schedule 1.

5. Statement of 20 largest Shareholders

The statement setting out the name of the 20 largest holders of Shares, including the number and percentage of Shares held by those holders, is set out in Schedule 2.

6. Escrow

The below table sets out the number of Shares subject to voluntary escrow and the period during which those restrictions apply.

Number of Shares	Period of restriction
18,480,037	24 months from the date of official quotation of the Company's securities on the ASX.
3,675,079	12 months from the date of official quotation of the Company's securities on the ASX.
95,309,179	6 months from the date of official quotation of the Company's securities on the ASX.

7. Capital Structure

The Company confirms that on 20 December 2018 it issued:

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- 27,272,350 Shares on conversion of all outstanding convertible notes issued by the Company;
- 3,693,067 Shares as a top-up issue to certain convertible noteholders;
- 6,505,391 New Options exercisable at $0.41 and expiring 30 November 2028; and
- 2,181,170 Performance Rights.

As at today's date immediately following issue of the new Shares, Performance Rights and New Options under the Offer, the issued share capital of the Company comprises the following:

Class of security	Number of securities
Shares	151,957,624
Existing Options	3,545,442
New Options	6,505,391
Performance Rights	2,181,170

8. Replacement director

The Company confirms that Steven Stanley will join the Board of the Company prior to or upon Neil Chatfield's planned resignation in February 2019.

Schedule 1 Distribution Schedule

Analysis of Holdings

Atomos Limited

21-12-2018

Security Classes

Fully Paid Ordinary Shares
Fully Paid Ordinary Shares Vol Escrowed 12 Months from Date of Issue
Fully Paid Ordinary Shares Vol Escrowed 24 Months from Quotation
Fully Paid Ordinary Shares Vol Escrowed 6 Months from Date of Issue

Holdings Ranges	Holders	Total Units	%
1 - 1,000	0	0	0.000
1,001 - 5,000	95	465,108	0.306
5,001 - 10,000	49	387,864	0.255
10,001 - 100,000	183	5,890,545	3.876
100,001 - 99,999,999,999	90	145,214,107	95.562
TOTAL	**417**	**151,957,624**	**100**

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Schedule 2 Statement of 20 largest Security Holders

Top 20 Holdings

Atomos Limited

21-12-2018

Security Classes

Fully Paid Ordinary Shares
Fully Paid Ordinary Shares Vol Esc 12 Mths from Date of Issue
Fully Paid Ordinary Shares Vol Esc 24 Months from Quotation
Fully Paid Ordinary Shares Vol Esc 6 Mths from Date of Issue

Holder Name	Securities	%
MS CLAIRE LOUISE YOUNG <YOUNG FAMILY A/C>	17,731,333	11.669%
DOMAZET FT3 PTY LTD <THE DOMAZET FAMILY A/C NO 3>	16,412,920	10.801%
COMMON SENSE COMPUTING PTY LTD <COMMON SENSE A/C>	12,877,988	8.475%
ELLERSTON CAPITAL LIMITED <QPIPO A/C>	12,801,270	8.424%
IMAGINATION TECHNOLOGIES LTD	10,530,000	6.930%
PINDAR HOLDINGS LIMITED	6,073,568	3.997%
Group - HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	6,029,904	3.968%
BERNE NO 132 NOMINEES PTY LTD <599694 A/C>	5,799,856	3.817%
Group - NATIONAL NOMINEES LIMITED	4,991,090	3.285%
YU RONG XI	4,747,000	3.124%
GUERILLA NOMINEES PTY LTD <TOOTH RETIREMENT PLAN A/C>	3,823,424	2.516%
MS SARAH CHRISTINA OVERLIESE <OVERLIESE FAMILY A/C>	3,279,600	2.158%
MR LANCE ALLEN HANNEN-WILLIAMS & MRS RAQUELLE LISA HANNEN-WILLIAMS	2,457,000	1.617%
BURRANGONG PTY LTD <SAM FAMILY SETTLEMENT A/C>	2,282,991	1.502%

Holder Name	Securities	%
ELLERSTON CAPITAL LIMITED <ELLERSTON GLOBAL EQUITY A/C>	2,077,481	1.367%
ELLERSTON CAPITAL LIMITED <ELLERSTON AUST MICROCAP A/C>	2,077,481	1.367%
BNP PARIBAS NOMS PTY LTD <DRP>	1,829,269	1.204%
COLUMBUS INVESTMENT SERVICES LIMITED <KELLEY PARTNERS OFFICE A/C>	1,372,578	0.903%
MATIMO PTY LTD	1,365,510	0.899%
FUTURE EQUITY INVESTMENTS LTD	1,365,510	0.899%
TOTALS	**119,925,773**	**78.921%**

Total Securities of Top 20 Holdings : 119,925,773

Total Securities: 151,957,624