ATOMOS LIMITED (ASX:AMS)
22 October 2021

Dear Shareholder

ATOMOS LIMITED – 2021 ANNUAL GENERAL MEETING

Atomos Limited ('Atomos' or the 'Company') will be holding its 2021 Annual General Meeting at 9am (AEDT) on Tuesday, 23 November 2021 ('Meeting' or 'AGM').

Due to the COVID-19 restrictions on public gatherings, and having regard to the temporary modifications to the *Corporations Act 2001 (Cth)* (''Corporations Act'') made by the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* ("Amendment Act"), the Meeting will be held virtually and there will not be a physical meeting that shareholders can attend or vote at in person.

Shareholders (or their proxyholders) will be able to attend the AGM virtually and participate in the Meeting as follows:

- by voting and asking questions via the Lumi online platform; and
- by watching and listening to the AGM proceedings via a live webinar.

Details and instructions on how to join and participate in the AGM are set out in the Notice of Meeting.

In accordance with the Corporations Act (as modified by the Amendment Act), Atomos will not be dispatching physical copies of the Notice of Meeting to shareholders. Instead you may view or download the Notice of Meeting at www.boardroomlimited.com.au/agm/atomos. If you have provided the Company with an email address and elected to receive electronic communications from Atomos then you will receive an email with a link to a copy of the Notice of Meeting and further information in relation to the AGM.

If you would like to receive electronic communications from Atomos in the future, please update your communication preferences online at www.investorserve.com.au. If you have not registered, you will need your shareholder information including your SRN/HIN details.

If you are unable to access the Notice of Meeting online, please contact our share registry Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday, to arrange a copy.

Yours faithfully



Christopher Tait
Chair

ATOMOS LIMITED

ABN 25 139 730 500

NOTICE OF ANNUAL GENERAL MEETING

TAKE NOTICE that the Annual General Meeting of Shareholders of Atomos Limited ABN 25 139 730 500 (**Atomos** or **Company**) (ASX:AMS) will be held at the time, date and place specified below:

Time: 9.00 am (AEDT)

Date: Tuesday, 23 November 2021

Place: To be held virtually via the Lumi AGM application at:

https://web.lumiagm.com/318-413-846

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 2021

Notice is given that the 2021 Annual General Meeting of the Shareholders of Atomos will be held at 9.00am (AEDT) on Tuesday, 23 November 2021.

The Explanatory Memorandum provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form should be read together with and 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

The Company advises that due to the Australian Government's restrictions with respect to travel and indoor gatherings at the time of the issue of this Notice (in response to the COVID-19 pandemic), the Company has elected to host the Meeting virtually only, using the Lumi AGM application (**Lumi**). There will be no physical attendance by Shareholders at the Meeting.

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

Shareholders who wish to participate in the Meeting online may do so from their computer or mobile device, by entering the URL into their browser: https://web.lumiagm.com/318-413-846

If you choose to participate in the Meeting online, 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 Pty Limited on 1300 737 760.

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

Shareholders who do not intend to join the Meeting online can direct how they wish their votes cast by lodging a Proxy Form at least 48 hours before the Meeting commences.

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

AGENDA

GENERAL BUSINESS

Financial Statements and Reports

To receive the Annual Report of the Company and its controlled entities for the year ended 30 June 2021 which includes the Financial Statements, Directors' Report and Auditor's Report of the Company and its controlled entities for the year ended 30 June 2021 and to provide Shareholders with the opportunity to ask question of the Directors or Auditor concerning those reports or the business and operations of the Company.

RESOLUTIONS

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 2021 is received, approved and adopted for the purposes of Section 250R(2) of the Corporations Act and for 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 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 this resolution if the vote:

- 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
- 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 this resolution, the Chair will vote any proxies which do not indicate on their proxy form the way the Chair must vote, in favour of the resolution.

Resolutions 2A, 2B, 2C and 2D – Re-election and Election of Directors

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

Resolution 2A

"That, in accordance with clause 59.1 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Sir Hossein Yassaie who, being eligible, offers himself for re-election, is re-elected as a Director of the Company".

Resolution 2B

"That, in accordance with clause 58.2 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms. Megan Brownlow who was appointed to the Board on 1 July 2021 and who, being eligible, offers herself for election, is elected as a Director of the Company".

Resolution 2C

"That, in accordance with clause 58.2 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms. Lauren Williams who was appointed to the Board on 1 July 2021 and who, being eligible, offers herself for election, is elected as a Director of the Company".

Resolution 2D

"That, in accordance with clause 59.1 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr. Jeromy Young who, being eligible, offers himself for re-election, is re-elected as a Director of the Company".

Each re-election and election will be voted on as a separate Ordinary Resolution.

Resolution 3: Increase to Non-Executive Director Fee Pool

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 10.17, clause 62.2 of the Company's Constitution and for all other purposes, the maximum aggregate amount of directors' fees that may be paid to the Company's non-executive directors per annum be increased by $250,000, from $750,000 per annum to $1,000,000 per annum.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any Director 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 4: Issue of securities under the Atomos Equity Incentive Plan

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

Resolution 4A – issue of performance rights to Mr Christopher Tait in lieu of directors' fees.

"That, for the purposes of ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act, approval is given for grant of performance rights to Mr Christopher Tait, (or his nominee), on the terms and conditions outlined in the Explanatory Memorandum and 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 the 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 the resolution 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 Stephen Stanley in lieu of directors' fees.

"*That, for the purposes of ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act, approval is given for grant of performance rights to Mr Stephen Stanley, (or his nominee), on the terms and conditions outlined in the Explanatory Memorandum and 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 the resolution 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 Sir Hossein Yassaie in lieu of directors' fees.

"*That, for the purposes of ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act, approval is given for grant of performance rights to Sir Hossein Yassaie, (or his nominee), on the terms and conditions outlined in the Explanatory Memorandum and 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 the resolution 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 Ms Megan Brownlow in lieu of directors' fees.

"*That, for the purposes of ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act, approval is given for grant of performance rights to Ms Megan Brownlow, (or her nominee), on the terms and conditions outlined in the Explanatory Memorandum and 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 the resolution 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 Ms Lauren Williams in lieu of directors' fees.

"*That, for the purposes of ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act, approval is given for grant of performance rights to Ms Lauren Williams, (or her nominee), on the terms and conditions outlined in the Explanatory Memorandum and 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 the resolution 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 5: Approval of 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 7.2 Exception 13 (as an exception to ASX Listing Rule 7.1) and for all other purposes, the Atomos Equity Incentive Plan is approved for a period of three years from the date of this Meeting and the Company may allot and issue ordinary shares upon the exercise or vesting of incentives granted under the terms of the Atomos Equity Incentive Plan, as described in the Explanatory Memorandum.''

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any Director, any Key Management Personnel of the Group or any other person who is eligible to participate in the Atomos Equity Incentive Plan, or any of their associates.

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



Nyla Bacon
Company Secretary
22 October 2021

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum forms part of the Notice convening the Meeting of Shareholders of Atomos and should be read in in conjunction with the Notice.

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 7.00 pm (AEDT) on Sunday, 21 November 2021.

3. How to join online

Shareholders who wish to participate in the Meeting online may do so from their computer or mobile device, by entering the URL into their browser: https://web.lumiagm.com/318-413-846

If participating in the Meeting online, Shareholders 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 Pty Limited on 1300 737 760.

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

4. Proxy Voting

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 Sunday, 21 November 2021.

(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 online using a web browser on an internet enabled device and logging into their Shareholder account at www.boardroomlimited.com.au/agm/atomos. To use this facility, Shareholders will need their postcode and Voting Access Code as shown in the Voting Form. Shareholders will be taken to have signed the Voting Form if it is lodged in accordance with the instructions on the website.

6. Voting by Corporate Representative

Body corporate Shareholders may attend and vote during the Meeting via corporate representative by using the Lumi website 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 Meeting.

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 5.00 pm (AEDT) on Tuesday 16 November 2021.

Questions should relate to matters that are relevant to the business of the Meeting, as outlined in this Notice and the Explanatory Memorandum.

A reasonable opportunity will also be provided to Shareholders attending the Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Meeting, the Chair 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. Please note that individual responses may not be sent to Shareholders.

8. Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chair will consider the number of Shareholders affected and the extent to which participation in the business of the Meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. Accordingly, Shareholders are encouraged to lodge a directed proxy in advance of the Meeting even if they plan to participate in the Meeting online.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Atomos Limited ABN 25 139 730 500 to be held virtually on Tuesday, 23 November 2021 at 9.00 am (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 Chair 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 Tuesday 16 November 2021 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 members. 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 2021.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting Consequences

As Resolution 1 is advisory only, if it 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 2021 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 2020 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 2022 Annual General Meeting, this may result in a spill, and 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 Chair will be cast by the Chair and counted in favour of the Resolution, subject to compliance with the Corporations Act.

Resolutions 2A, 2B, 2C and 2D – Re-Election and Election of Directors

In accordance with clause 59.1 of the Constitution and ASX Listing Rule 14.4, each of Sir Hossein Yassaie and Mr. Jeromy Young retires by rotation and, being eligible, offers himself for re-election.

Ms. Megan Brownlow and Ms. Lauren Williams were each appointed as a Director of the Company with effect from 1 July 2021. In accordance with the Constitution, the Corporations Act and the ASX Listing Rules, each of Ms. Brownlow and Ms. Williams offers themselves for election at this AGM. Following a recommendation from the Nominations and Remuneration Committee, the Board endorses the proposed election of Ms. Brownlow and Ms. Williams and believes it is in the best interests of the Company, having regard to the skills, experience and diversity which Ms. Brownlow and Ms. Williams will bring to the Board.

The experience, qualifications and other information about each of the candidates is set out in the Company's Annual Report 2021 which is available on the Company's website at https://www.atomos.com/investor.

Board Recommendation

The Board supports the re-election of Sir Hossein Yassaie and the elections of Ms. Megan Brownlow and Ms. Lauren Williams and recommends that Shareholders vote in favour of Resolutions 2A, 2B and 2C. None of Sir Hossein Yassaie, Ms Brownlow or Ms Williams participated in the Board's deliberations with respect to their recommendation for re-election or election.

Chair's Undirected Proxies

The Chair of the Meeting intends to vote all undirected proxies for Resolutions 2A, 2B and 2C as "For" and to vote all undirected proxies for Resolution 2D as ''Abstain''.

Resolution 3 – Increase to Non-Executive Director Fee Pool

In accordance with clause 62.2 of the Constitution and ASX Listing Rule 10.17, Shareholder approval is sought to increase the maximum aggregate amount of directors' fees per annum that may be paid by the Company to its non-executive Directors (Fee Pool) by $250,000 from $750,000 per annum to $1,000,000 per annum.

Under the Listing Rules, the term "directors' fees" means all fees payable by the Company or its controlled entities or subsidiaries and includes committee fees, superannuation contributions and fees sacrificed for other benefits but does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees or securities issued to non-executive directors with approval of Shareholders in accordance with the Listing Rules.

The current Fee Pool was approved by Shareholders at the time of the Company's IPO in December 2018 and the Company has not sought to increase the Fee Pool since that date. The Directors are seeking Shareholder approval to increase the Fee Pool for the following reasons:

(a) to allow for some growth in non-executive Directors' remuneration now and in the future to align closer to non-executive director remuneration of companies of similar size, profitability, growth and risk profile in the global video technology sector;

(b) to provide flexibility in expanding the composition of the Board; and

(c) to ensure the Company has the ability to remunerate competitively and attract and retain high calibre non-executive directors.

The level of non-executive Directors' remuneration is reviewed annually to ensure alignment with the market and underwent an external benchmarking process in FY 2021.

Although an increase to the Fee Pool is being sought, it does not imply that the full amount will be used. Also, it is emphasised that the Fee Pool is a maximum annual limit and does not indicate that fees will necessarily be increased according to that limit. The current level of fees payable and paid to each non-executive Director for the financial year is set out in the Remuneration Report.

If Shareholders do not approve this resolution, the Fee Pool per annum will remain at $750,000, individual non-executive Directors' fees will remain unchanged and the ability to retain, and attract additional, non-executive Directors will be constrained.

Additional information required by ASX Listing Rule 10.17

Set out below are details of securities issued to non-executive Directors within the last three years with the approval of Shareholders under Listing Rule 10.14.

These securities were issued in exchange for a portion of each non-executive Director's fee remuneration.

Name of Person referred to in Rule 10.14	Number of Securities
Mr Christopher Tait	819,715
Mr Stephen Stanley	506,054
Sir Hossein Yassaie	393,823
Ms Megan Brownlow	Nil
Ms Lauren Williams	Nil
Mr Bradley Whitcomb*	Nil

***** *Mr Whitcomb resigned as a non-executive director of the Company on 16 September 2019.*

Voting Exclusion

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

Board Recommendation

As all Directors are considered to be KMPs, no recommendation is made by the Directors on how to vote in respect of this Resolution.

The Chair intends to vote all available undirected proxies in favour of this Resolution.

Resolutions 4A, 4B, 4C, 4D and 4E: Issue of securities under the Atomos Equity Incentive Plan to each of Mr Christopher Tait, Mr Stephen Stanley, Sir Hossein Yassaie, Ms Megan Brownlow and Ms Lauren Williams

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the giving of the financial benefit falls within one of the relevant exceptions, or prior shareholder approval is obtained to the giving of the financial benefit.

A related party includes directors of the Company under section 228 of the Corporations Act. Section 229 of the Corporations Act defines financial benefit broadly and includes issuing securities, granting an option or providing finance to a related party.

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.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval (by ordinary resolution) prior to the issue of equity securities to a related party of the company. ASX Listing Rule 10.12 exception 8, provides an exception to ASX Listing Rule 10.11 where an issue of equity securities is made under an employee incentive scheme with the approval of shareholders under ASX Listing Rule 10.14. As approval is being sought under ASX Listing Rule 10.14, approval under ASX Listing Rule 10.11 and ASX Listing Rule 7.1 is not required.

Shareholder approval is now being sought under ASX Listing Rule 10.14 to issue performance rights on the following terms to the non-executive Directors of the Company (or their nominees), being Mr Tait, Mr Stanley, Sir Yassaie, Ms Brownlow and Ms Williams (**Directors**) under the Atomos Equity Incentive Plan (**Plan**).

Terms of performance rights to be issued to each of Mr Christopher Tait, Mr Stephen Stanley, Sir Hossein Yassaie, Ms Megan Brownlow and Ms Lauren Williams, or their nominees

- 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 Director's continued employment or appointment with the Company up to and including 30 June 2022 and they must not have given/received notice to resign as at 30 June 2022
- 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 the 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 performance rights 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.

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:

a) The names of the Directors to whom performance rights will be granted, subject to shareholder approval, and the maximum number of performance rights to be granted to those Directors under Resolutions 4A, 4B, 4C, 4D and 4E are:

Director	**Maximum No. of performance rights**
Mr Christopher Tait	200,000
Mr Stephen Stanley	61,698
Sir Hossein Yassaie	49,358
Ms Megan Brownlow	49,358
Ms Lauren Williams	49,358

b) The performance rights will entitle the holders to subscribe for one 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 Plan to the persons referred to in ASX Listing Rule 10.14 since the Company's IPO in December 2018:

Director	No. of Securities Issued under the Plan	Average Acquisition Price
Mr Christopher Tait	819,715	$0.54
Mr Stephen Stanley	506,054	$0.52
Sir Hossein Yassaie	393,823	$0.52
Ms Megan Brownlow	Nil	Nil
Ms Lauren Williams	Nil	Nil

*Average Acquisition Price represents the unvested and vested options' exercise price plus performance rights calculated as at the grant date.

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 Christopher Tait	Non-Executive Chair	$285,100 (including director fees and performance rights[1])
Mr Stephen Stanley	Non-Executive Director	$137,500 (including director fees and performance rights[1])
Sir Hossein Yassaie	Non-Executive Director	$112,500 (including director fees and performance rights[1])
Ms Megan Brownlow	Non-Executive Director	$100,000 (including director fees and performance rights[1])
Ms Lauren Williams	Non-Executive Director	$100,000 (including director fees and performance rights[1])

[1]Assumes maximum vesting of performance rights with an assumed value of $1.013per 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 any of the Directors of the performance rights.

g) A summary of the key terms of the Plan is attached in Schedule A to this Notice of Meeting.

h) Details of any securities issued under the Plan 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.

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

j) The performance rights proposed to be granted to the non-executive Directors 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

Each Director abstains from making a voting recommendation on Resolutions 4A, 4B, 4C, 4D, and 4E as it relates to a grant of performance rights to that Director.

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

Resolution 5 – Approval of the Atomos Equity Incentive Plan

This Resolution seeks the approval of Shareholders to renew the existing Atomos Equity Incentive Plan, which was established and in place at the time of the Company's IPO in December 2018, in accordance with Listing Rule 7.2 (Exception 13).

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. Listing Rule 7.2 (Exception 13) sets out an exception to Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which Shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

If this Resolution is passed, the Company will have the ability to issue equity securities under the Plan to eligible participants over a period of 3 years from the date the Resolution is passed without impacting on the Company's 15% annual placement capacity under Listing Rule 7.1.

If this Resolution is not passed, and if the Board decides to issue any equity securities under the Plan (notwithstanding the non-approval), any equity securities issued will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

Specific information required by Listing Rule 7.2, Exception 13(b)

In accordance with Listing Rule 7.2, Exception 13(b), the following information is provided in relation to the Plan.

- A summary of the terms and rules of the Plan is set out in Schedule A. In addition, a copy of the Plan is available for review by Shareholders at the Registered Office of the Company during normal business hours.
- 18,203,439 securities have been granted under the Plan since the Company's IPO and ASX listing in December 2018 (and Shareholder approval for the Plan has not been previously sought from Shareholders under Listing Rule 7.2 (exception 13(b) since that time). Of these, 6,921,693 have lapsed as a consequence of performance criteria not being met.
- It is proposed that the performance rights contemplated in Resolutions 4A, 4B, 4C, 4D and 4E will be granted under the Plan (assuming those Resolutions are approved).
- At the date of this Notice, the Company proposes to issue a maximum of 11,030,507 securities under the Plan within the three year period from the date of approval of this Resolution.[1]
- A voting exclusion statement is included in the Notice.

The Plan is designed to provide longer term incentives to Directors, executive staff and selected employees and align their interests with those interests of the Company's Shareholders. The objective of the Plan is to attract, motivate and retain employees and consultants whom the Directors consider will contribute towards the Company's performance. The Plan also forms an integral component of the Company's remuneration policy.

Any future grant of securities to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time (in particular, refer to Resolutions 4A, 4B, 4C, 4D and 4E in relation to the proposed issue of performance rights under the Plan to each of the Non-Executive Directors).

Directors' Recommendation

As all of the Directors have a material personal interest in the Resolution, the Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this Resolution.

[1] This maximum number is not intended to be a prediction of the actual number of securities to be issued under the Atomos Equity Incentive Plan, but is instead a ceiling for the purposes of Listing Rule 7.2 Exception 13(b).

GLOSSARY

When used in the Notice and the Explanatory Memorandum the following capitalised words and phrases have the meanings set out below:

"**Annual General Meeting**" or "**AGM**" means the annual general meeting convened by the Notice of Meeting.

"**Annual Report**" means the annual report of the Company for the financial year ended 30 June 2021.

"**Auditor's Report**" means the Auditor's Report for the Company for the financial year ended 30 June 2021.

"**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.

"**Chair**" means the chair of the 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**", "**Atomos**" 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.

"**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 Tuesday, 23 November 2021 which accompanies this Explanatory Memorandum.

"**Ordinary Resolution**" means a Resolution that has been approved by at least 50% of the votes cast by members entitled to vote on the Resolution.

"**Plan**" means the Atomos Equity Incentive Plan, a summary of key terms of which is attached as Schedule A to the Notice of Meeting.

"**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 2021.

"**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.

SCHEDULE A

Atomos Equity Incentive Plan

Set out below is a summary of the key terms of the Atomos Equity Incentive Plan (AEIP):

TERM	SUMMARY
Purpose	The AEIP allows the Board to grant performance rights and share options (each an Incentive) to eligible participants. The AEIP is targeted at the Company's directors, senior management, employees and contractors.
Eligibility	Under the AEIP, the Board may determine which directors, senior management, employees or contractors of the Company and its related bodies corporate are eligible to participate (Eligible Participants). An Eligible Participant may nominate an individual or entity to be the legal holder of Eligible Participant's Incentives, subject to approval by the Board. Any proposal to issue performance rights or share options to Directors under the AEIP would require prior Shareholder approval under the related party provisions of the ASX Listing Rules and the Corporations Act 2001 (Cwlth).
Invitations	The Board will advise Eligible Participants in an invitation the number of Incentives that the Eligible Participant is eligible for (or the formula for determining that number), the method of calculation of any exercise price, the period or periods in which Incentives may be exercised, whether the Incentive will be automatically exercised or need to be manually exercised, the date and times when the Incentives lapse, and any applicable Vesting Conditions. The terms and conditions in the Invitation will prevail to the extent of any inconsistency with the AEIP.
Vesting Conditions	The vesting terms or performance hurdles for grants of Incentives under the AEIP will be decided by the Board (Vesting Conditions). Where appropriate, the Board may impose appropriate performance hurdles to encourage employees to focus on performance of the Company over the long term. The Board may waive Vesting Conditions. Upon satisfaction of the Vesting Conditions, the Company may issue a vesting notice. An incentive will vest when that vesting notice is given or deemed to have been given to the Eligible Participant. The Board considers that issuing share options with a premium exercise price, and on such terms that the share options lapse on the cessation of employment, will ensure that benefits will only be received by Eligible Participants who continue to be employed by the Company.
Cessation of Employment	In circumstances where an Eligible Participant ceases to be employed or engaged by the Company (including approved leave of absence), the Board may decide that some or all of that person's Incentives will not be forfeited. The Board has post cessation discretions where an employee has breached a post cessation covenant or where the Board considers it is no longer appropriate for an Eligible Participant to retain the benefits.
Number of Incentives to be granted	In circumstances where an Eligible Participant ceases to be employed or engaged by the Company, the Board may decide that some or all of that person's incentives will not be forfeited. The Board has post cessation discretions where an employee has breached a post cessation covenant or where the Board considers it is no longer appropriate for an Eligible Participant to retain the benefits.

Exercise Price	Performance Rights do not require the Eligible Participant to pay any amount to the Company upon vesting or exercise. The Board may grant share options under the AEIP. If elected, the exercise price of any share options granted under the AEIP is at the absolute discretion of the Board and the Board will determine the exercise price from time to time. Typically, any share options granted would have an exercise price calculated by reference to a 30-day calendar volume weighted average price (VWAP) of the Company's shares prior to the date of grant. The Board may permit cashless exercise based on the market value at the time of exercise.
Delivery of Shares	Following vesting of an Incentive, the Eligible Participant will be entitled to delivery of a Share upon exercise of the Incentive. Unless the Incentives automatically vest or the Board otherwise determines, Incentives lapse ten years after their grant date. The Board will determine how the Shares are to be delivered, which may include the issue of new Shares, or the purchase and transfer of existing Shares (including via an employee share trust), or a combination.
Ranking of Shares	Any Shares delivered to an Eligible Participant on exercise of an Incentive will rank equally with all other issued Shares.
Disposal Restrictions	The Board may require that any Shares delivered to an Eligible Participant on exercise of an Incentive will be subject to restrictions, including disposal, for a specified period. The Company may ensure compliance with this restriction, including an ASX Holding Lock on the Shares or using an employee share trust.
Takeover bid and change in control	Subject to the Board's absolute discretion, Incentives granted under the AEIP may vest in the event of a change in control of the Company, including where a takeover bid is made for the Company and the bidder acquires more than 50% of the Company, Shareholders approve a scheme of arrangement, or a transaction, event or state of affairs that (in the Board's opinion) is likely to result in, or should be treated as, a change in control. The Board has absolute discretion to determine the manner in which any or all of the Incentives vest, including having regard to the performance of the Company against targets in the vesting conditions at that time, the period of time that has elapsed between the grant date and the date of the change of control event and the circumstances of the change of control event. The Board also has the discretion to permit the exercise of Incentives in other limited circumstances, such as where a resolution is passed approving the disposal of the Company's main undertaking or voluntary winding up.
Forfeiture	The Board, acting reasonably, may determine that all unvested and vested options and/or performance rights/restricted stock units (as the case may be) held by an Eligible Participant will automatically lapse. The Board may exercise this power where forfeiture conditions apply to an invitation and those forfeiture conditions are met. Additionally, the Board may exercise this power where, in its reasonable opinion, an Eligible Participant acts fraudulently or dishonestly, or wilfully breaches his or her duties to the Company.
Transferability	Incentives granted under the AEIP are generally not transferable. An Incentive invitation may contain disposal restrictions for a specified period of time.
Dividend and voting rights	Incentives granted under the AEIP do not carry any dividend or voting rights.
Adjustment for rights issues / Reorganisation and Bonus Issues	If there is a rights issue or reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Incentives to which an Eligible Participant is entitled, or the exercise price of share options may be adjusted in the manner determined by the Board having regard to the ASX Listing

	Rules and the general principle that an Eligible Participant is not to be materially disadvantaged.
Board discretion	Under the terms of the AEIP, the Board has absolute discretion to determine the exercise price, the expiry date and vesting conditions of any grants made under the AEIP, without the requirement for further Shareholder approval (subject to ASX Listing Rules).
Trust	The Board may establish an employee share trust for the purposes of the AEIP.
Superannuation	Any amounts which are paid or payable, are inclusive of the Company's compulsory superannuation contribution (if applicable).
Amendments	Without the consent of an Eligible Participant, no amendment to the terms of the granted Incentive which reduces the Eligible Participant's right may be made, except to comply with any law or regulation, to correct any manifest error or mistake or to take into account possible adverse tax implications. Subject to the above and the ASX Listing Rules, the Board may at any time by resolution amend or add to all or any provisions of the AEIP, including Vesting Conditions.
Copies of the AEIP	A copy of the full terms of the AEIP Rules can be viewed here or under the Corporate Governance section of the Company's website.

ATOMOS

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 Sunday, 21 November 2021.**

TO VOTE ONLINE

STEP 1: VISIT https://www.votingonline.com.au/amsagm2021

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 by **9:00am (AEDT) on Sunday, 21 November 2021.** 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/amsagm2021
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 virtually on Tuesday, 23 November 2021 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 & 4A to 4E; I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 & 4A to 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 & 4A to 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*			FOR	AGAINST	ABSTAIN*
Res 1	Adoption of Remuneration Report	☐	☐	☐	**Res 4A**	Issue Performance Rights to Mr Christopher Tait	☐	☐	☐
Res 2A	Re-election of Sir Hossein Yassaie as a Director	☐	☐	☐	**Res 4B**	Issue Performance Rights to Mr Stephen Stanley	☐	☐	☐
Res 2B	To elect Ms Megan Brownlow as a Director	☐	☐	☐	**Res 4C**	Issue Performance Rights to Sir Hossein Yassaie	☐	☐	☐
Res 2C	To elect Ms Lauren Williams as a Director	☐	☐	☐	**Res 4D**	Issue Performance Rights to Ms Megan Brownlow	☐	☐	☐
Res 2D	Re-election of Mr Jeromy Young as a Director	☐	☐	☐	**Res 4E**	Issue Performance Rights to Ms Lauren Williams	☐	☐	☐
Res 3	Increase to Non-Executive Director Fee Pool	☐	☐	☐	**Res 5**	Approval of 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 / / 2021