Dear Shareholder,

I am pleased to invite you to attend the 2022 Annual General Meeting of the Shareholders of Atomos Limited (Atomos). Enclosed is your Notice for the Annual General Meeting which is being held on Friday 25 November 2022 as a hybrid meeting and will commence at 9.00 am (AEDT).

A hybrid meeting means that Members may choose to attend in person, or online through the Lumi online meeting platform. Atomos has made the decision to hold the AGM as a hybrid AGM in order to allow as many of our Members as possible to participate.

We encourage all our shareholders to take the opportunity to participate in this year's AGM either in person, or virtually. Lumi will provide access to a live webcast of the AGM which will enable Members to:

- Vote between the commencement of the meeting and the closure of voting, as announced by the Chair;
- Hear the AGM discussion and view the meeting slides; and
- Submit questions during the meeting.

A Virtual Meeting guide is attached to this Notice. The Meeting will be available via live webcast and Shareholders will be able to submit questions and vote in real time via the platform. Shareholders will be required to log in and access the AGM at an online platform provided by LUMI, at: https://web.lumiagm.com/300-139-830

Proxies must be received by no later than 9.00 am (AEDT) on Wednesday, 23 November 2022. If any of the Directors are appointed as a proxy, they will vote in accordance with any instructions given to them. If, as the Meeting's Chair, I am given any proxies with discretion as to how to vote, I will vote in favour of each of the items of business to be considered.

I hope you will join us at the Meeting and take advantage of the opportunity to interact with the Board.

Yours sincerely



**Christopher Tait**
**Chair**
**24 October 2022**

## ATOMOS LIMITED

## ACN 139 730 500

# NOTICE OF ANNUAL GENERAL MEETING

**TAKE NOTICE** that the Annual General Meeting of Shareholders of Atomos Limited ACN 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: Friday, 25 November 2022

Place: Level M, 700 Swanston Street, Carlton VIC 3053

*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, lawyer or other professional adviser prior to voting.*

**Shareholders are urged to attend or vote by lodging the Proxy Form attached to this Notice.**

The Company will ensure that all Shareholders have an opportunity to participate at the Meeting by the following means:

- Shareholders have the ability to ask questions in advance of the meeting by sending their questions by Friday, 18 November 2022 to ir@atomos.com.

The Meeting will be available via live webcast and Shareholders will be able to submit questions and vote in real time via the platform. Shareholders will be required to log in and pre-register for the AGM at an online platform provided by LUMI, at: https://web.lumiagm.com/300-139-830

**A Virtual Meeting Guide is attached to this document.**

# 2022 Notice of Annual General Meeting

Notice is given that the 2022 Annual General Meeting (**AGM** or **Meeting**) of the Shareholders of Atomos will be held at 9.00am (AEDT) on Friday, 25 November 2022.

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.

# 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 2022 which includes the Financial Statements, Directors' Report and Auditor's Report of the Company and its controlled entities for the year ended 30 June 2022 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, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2022 is received, approved and adopted".*

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.

**Resolution 2 – Re-election of Director**

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

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

**Resolution 3: Ratification of Issue of Options**

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, the issue of 2,400,000 options to Arrowpoint Capital Finance 103 Pty Ltd on 30 May 2022, on such terms and conditions more particularly described in the Explanatory Memorandum, is approved and ratified."*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the resolution by Arrowpoint or an associate thereof.

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 4: Approval of 10% Placement Capacity under ASX Listing Rule 7.1A**

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

*''That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Company's capacity to issue up to an additional 10% of its issued equity securities, on such terms and conditions more particularly described in the Explanatory Memorandum, is approved.''*

**Voting Exclusion Statement:**

If at the time of the AGM the Company is proposing to make an issue of equity securities under the increased placement capacity under Listing Rule 7.1A, the Company will disregard any votes cast in favour of the resolution by or on behalf of a person, or an associate of that person, who is expected to participate in, or who

will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company)

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.

## Resolution 5: Issue of equity securities to Non-Executive Directors under the Atomos Equity Incentive Plan

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

**Resolution 5A** – 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, the issue of 168,367 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, is approved*."

**Resolution 5B** – 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, the issue of 102,040 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, is approved*."

**Resolution 5C** – 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, the issue of 102,040 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, is approved*."

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolutions 5A , 5B and 5C by or on behalf of any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Atomos Equity Incentive Plan or an associate of that person or those persons.

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 (**KMP**) or their Closely Related Parties. However, in accordance with the Corporations Act, such a person may vote on the resolution if:

- the proxy is the chair of the meeting; or
    - the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

## Resolution 6: Issue of equity securities to Executive Director under the Atomos Equity Incentive Plan

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

"*That, for the purposes of ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act, the issue of 408,163 performance rights and 1,632,653 options to Mr Trevor Elbourne (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, is approved*."

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Atomos Equity Incentive Plan or an associate of that person or those persons.

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 (**KMP**) or their Closely Related Parties. However, in accordance with the Corporations Act, such a person may vote on the resolution if:

- the proxy is the chair of the meeting; or

- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

**Resolution 7: Amendments to the Constitution**

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

*''That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the amendments to the Company's Constitution, as described in the Explanatory Memorandum, be approved.''*

A marked-up version of the amended Constitution is available upon request from the Company Secretary at Company.Secretary@boardroomlimited.com.au.

**BY ORDER OF THE BOARD**



**Maria Clemente**
**Company Secretary**
24 October 2022

# 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 Wednesday, 23 November 2022.

**3. 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 Wednesday, 23 November 2022.
(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. Voting by Corporate Representative**

Body corporate Shareholders 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 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 Friday, 18 November 2022.

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 AGM. The Chair has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising their discretion, the Chair will have regard to the number of shareholders affected and the extent to which participation in the business of the meeting is affected.

If the Chair considers it appropriate the meeting may continue and business may be transacted, including a poll and voting in accordance with valid proxy instructions.

In the event of a substantial technological failure that prevents shareholders form having a reasonable opportunity to participate in the meeting, the Company will endeavour to provide an update, either through text message or on its website, and will communicate the details of any postponed or adjourned AGM to shareholders.

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders (**AGM or Meeting**) of Atomos Limited ACN 139 730 500 to be held in person on Friday, 25 November 2022 at 9.00 am (AEDT).

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 AGM. 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 Friday, 18 November 2022 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 2022.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

**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 Remuneration Report was approved at the second AGM, other than the 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 2021 AGM 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 2023 AGM, 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.

**Board Recommendation**

As the Remuneration Report includes the Directors' own remuneration, the Directors make no recommendation to Shareholders in relation to this Resolution.

**Chair's Undirected Proxies**

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.

## Resolution 2 – Re-Election of Director

In accordance with clause 59.1 of the Constitution and ASX Listing Rule 14.4, Mr Christopher Tait retires by rotation and, being eligible, offers himself for re-election.

ASX Listing Rule 14.5 also provides that an 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 was last re-elected as a Director at the 2020 AGM.

In accordance with the Constitution, the Corporations Act and the ASX Listing Rules, Mr Tait offers himself for election at this AGM. The Board endorses the proposed re-election of Mr Tait and

believes it is in the best interests of the Company, having regard to the skills and experience which Mr Tait will continue to bring to the Board.

Mr Tait is the Chair of the Company and his experience and qualifications are detailed in the Company's Annual Report 2022 which is available on the Company's website at https://announcements.atomos.com/.

**Board Recommendation**

The Board (excluding Mr Tait) supports the re-election of Mr Tait and recommends that Shareholders vote in favour of Resolution 2. Mr Tait did not participate in the Board's deliberations with respect to their recommendation for re-election.

**Chair's Undirected Proxies**

The Chair of the Meeting intends to vote all undirected proxies for Resolution 2 as "For".

## Resolution 3: Ratification of Issue to Arrowpoint

As announced to the market on 30 May 2022, the Company issued 2,400,000 options to Arrowpoint Capital Finance 103 Pty Ltd (**Arrowpoint**) (**Options Issue**) pursuant to the terms of a secured debt funding agreement. The Arrowpoint Options were issued pursuant to the Company's 15% placement capacity under ASX Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Options Issue do not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue.

ASX Listing Rule 7.4 allows shareholders to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and therefore does not reduce the Company's capacity to issue further equity securities without approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Listing Rule 7.1 shareholder approval. To this end, Resolution 3 seeks shareholder approval of the Options Issue under and for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the Options Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 3 is not passed, the Options Issue 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 date of issue.

***Information required to be provided under ASX Listing Rule 7.5***

In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:

| | |
|---|---|
| **No. of securities issued** | 2,400,000 Options |
| **Issue price per security** | The Options were issued as part consideration for a senior secured $12 million debt term facility provided to the Company. |
| **Recipient of issue** | The Options were issued to Arrowpoint, the Lender under the secured debt funding agreement. |
| **Material terms of securities** | The Options have an exercise price of $0.30 and expiry date of 30 June 2024. |
| **Use of funds raised** | No funds were raised. The issue was in part consideration for the $12 million working capital facility. |
| **Material terms of agreement** | The other key terms of the secured debt funding agreement as detailed in the 30 May 2022 announcement and remain on foot as at the date of this Notice are as follows:<br>• The maturity date is 31 December 2024.<br>• Capital repayment to commence in September 2022 and quarterly thereafter at 5% of facility amount.<br>• No exit fee and no early repayment fee. |
| **Voting exclusion statement** | A voting exclusion statement applies to this Resolution, as set out in the Notice. |

**Chair's Undirected Proxies**

The Chair of the Meeting intends to vote all undirected proxies for Resolution 3 as "For".

**Resolution 4: Additional Placement Capacity**

***General***

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. As of the date of drafting this Notice of Meeting, the Company has a market capitalisation of approximately $44.47 million and therefore is an eligible entity.

Resolution 4 seeks shareholder approval by way of a Special Resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If Resolution 4 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1

Resolution 4 is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of ordinary shares) must be in favour of this Resolution.

***Listing Rule 7.1A2 formula***

The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:

***(A x D) - E***

where:

**A** = the number of fully paid ordinary securities on issue at the commencement of the relevant period,

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
    - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
    - the agreement was entered into before the commencement of the relevant period; or
    - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,

- plus the number of partly paid ordinary securities that became fully paid in the relevant period),
- less the number of fully paid ordinary securities cancelled in the relevant period;

***A*** = has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

***D*** = 10%.

***E*** = the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4; and

"relevant period" means:

- if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

***Conditions of Issue under the 10% Placement Capacity***

There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:

(a) Equity Securities issued under the 10% Placement Capacity can only be issued for a cash consideration and only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.

(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (**VWAP**) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:

i. the date on which the price at which the Equity Securities are to be issued is agreed; or

ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.

***Information required to be provided under ASX Listing Rule 7.3A***

| | |
|---|---|
| **Period of validity of shareholder approval** | In the event that the Company obtains shareholder approval for Resolution 4, such approval will cease to be valid upon the earlier of: |

(a) 12 months after the date of this Annual General Meeting, being 22 November 2022;

(b) the time and date of the Company's next annual general meeting; or

(c) if applicable, the time and date of shareholder approval for a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2.

**Minimum price at which securities may be issued under Listing Rule 7.1A**

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

(a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and

(b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

**Purposes for which the funds raised by an issue of securities under Listing Rule 7.1A may be used**

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period (subject to shareholder approval of this Resolution). However, if shareholders approve this Resolution, funds raised from the issue of equity securities under Listing Rule 7.1A, the Company considers that the funds may be used for general working capital to support its strategy of expanding into cloud products and services.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issuing any equity securities under Listing Rule 7.1A.

**Risk of economic and voting dilution to existing shareholders**

If Resolution 10 is approved by Shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:

- the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:

- an issue price of $0.17per Share which was the closing price of the Company's Shares on the ASX on 27 September 2022; and
- the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 222,351,585.

The table also shows:

(a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and

(b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

| **VARIABLE 'A'** | | Dilution | | |
|---|---|---|---|---|
| | | 50% decrease in issue price $.085 | Issue price $0.17 | 100% increase in issue price $0.34 |
| **Current Variable 'A' 222,351,585 shares** | 10% voting dilution | 22,235,159 Shares | 22,235,159 Shares | 22,235,159 Shares |
| | Funds raised | $1,889,989 | $3,779,977 | $7,559,954 |
| **50% increase in current Variable 'A' 333,527,378 Shares** | 10% voting dilution | 33,352,738 Shares | 33,352,738 Shares | 33,352,738 Shares |
| | Funds raised | $2,834,983 | $5,669,965 | $11,339,930 |
| **100% increase in current Variable 'A' 444,703,170 Shares** | 10% voting dilution | 44,470,317 Shares | 44,470,317 Shares | 44,470,317 Shares |
| | Funds raised | $3,779,977 | $7,559,954 | $15,119,908 |

The above table has been prepared on the following assumptions:

(a) the Company issues the maximum number of shares available under the 10% Placement Capacity;

(b) no options to acquire shares on issue in the Company are exercised and no convertible notes on issue are converted;

(c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;

(d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under Listing Rule 7.1A based on that Shareholder's holding at the date of the Meeting;

(e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under Listing Rule 7.1;

(f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and

(g) the issue price is $0.17 being the closing price of the Company's shares on ASX on 27 September 2022.

**Allocation policy**

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

(a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;

(b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);

(c) the potential effect on the control of the Company;

(d) the Company's financial position and the likely future capital requirements; and

(e) advice from the Company's corporate, financial, legal and broking advisors.

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.

The allottees may include existing substantial Shareholders and/or new shareholders, however the allottees will not be related parties of the Company.

| | |
|---|---|
| **Previous approval** | The Company did not obtain shareholder approval for the issue of equity securities under Listing Rule 7.1A in the 12 months preceding the date of this Meeting. |
| **Voting exclusion statement** | As at the date of this Notice, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A. Accordingly, the voting exclusion statement set out above does not apply to Resolution 4. |

**Chair's Undirected Proxies**

The Chair of the Meeting intends to vote all undirected proxies for Resolution 4 as "For".

**Resolutions 5A, 5B and 5C: Issue of equity securities under the Atomos Equity Incentive Plan to Mr Christopher Tait, Sir Hossein Yassaie and Ms Megan Brownlow**

The Company proposes to issue performance rights to the Company's Non-Executive Directors (or their nominees), being Mr Tait, Sir Yassaie and Ms Brownlow (**Allottees**) under the Atomos Equity Incentive Plan, in lieu of their directors' fees.

***Corporations Act***

Section 208 in 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.

One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company (section 211 of the Corporations Act).

The Allotees are related parties of the Company, however, the performance rights proposed to be granted to them pursuant to Resolutions 5A to 5C 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 exception set out in section 211 applies.

***ASX Listing Rules***

Under ASX Listing Rule 10.14, an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of its shareholders:

10.14.1 A director of the entity;

10.14.2 An associate of a director of the entity; or

10.14.3 A person whose relationship with the entity or with a director of the entity or an associate of a director of the entity is such that, in ASX's opinion, the acquisition should be approved by security holders.

Each proposed issue to the Allottees falls within Listing Rule 10.14.1 above and therefore requires shareholder approval.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11. Similarly, separate approval is not required under Listing Rule 7.1.

If any of Resolutions 5A to 5C are passed, the Company will be able to proceed with the proposed issue of performance rights to the respective Allottee.

If any of Resolutions 5A to 5C are not passed, the Company will not be able to proceed with the proposed issue of performance rights to the respective Allottee.

***Information required to be provided under ASX Listing Rule 10.15***

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 5A, 5B and 5C:

a) The names of the Directors to whom performance rights will be granted, subject to shareholder approval (**Allottees**), and the maximum number of performance rights to be granted to those Allotees under Resolutions 5A, 5B and 5C are:

| **Director** | **No. of performance rights** |
|---|---|
| Mr Christopher Tait | 153,061 |
| Sir Hossein Yassaie | 102,040 |
| Ms Megan Brownlow | 102,040 |

b) The current total remuneration package received by each Allottee is as follows:

| **Name** | **Position** | **Remuneration Package** |
|---|---|---|
| Mr Christopher Tait | Non-Executive Chair | $150,000 (including director fees and performance rights[1]) |
| Sir Hossein Yassaie | Non-Executive Director | $110,000 (including director fees and performance rights[1]) |
| Ms Megan Brownlow | Non-Executive Director | $110,000 (including director fees and performance rights[1]) |

[1]*Assumes maximum vesting of performance rights with an assumed value of $0.245 per right*

c) The number of securities that have been previously issued to the Allottees under the Plan:

| **Director** | **No. of Securities Issued under the Plan*** |
|---|---|
| Mr Christopher Tait | 869,715 |
| Sir Hossein Yassaie | 443,181 |

| | |
|---|---|
| Ms Megan Brownlow | 49,358 |

**No consideration was paid for the acquisition of the securities under the Plan.*

d) The material terms of the performance rights are as follows:

- 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 2023 and they must not have given/received notice to resign as at 30 June 2023
- 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 to be provided by the Company in connection with the allotment of performance rights under the Plan.

e) The issuing of performance rights as opposed to fully ordinary shares will assist with aligning the interests of each Allottee with the interests of ordinary shareholders. Further, performance rights do not provide Allottees with the full benefits of share ownership (such as dividend and voting rights) unless and until the performance rights vest and are exercised. The Company believes that the grant of performance rights provides a cost-effective and efficient incentive as opposed to purely cash awards.

f) The value of each performance right is set out in the note to the table under paragraph b) above which is equivalent to the 30-day VWAP to 30 June 2022.

g) The performance rights will be issued as soon as practicable but, in any case, no later than 3 years after the date of the AGM, unless extended by way of ASX granting a waiver to the ASX Listing Rules.

h) The Allottees are receiving the performance rights in lieu of directors' fees hence no consideration will be provided to the Company for issuing the securities. As the performance rights will be granted for nil consideration, no loan will be extended in relation to the acquisition by any of the Allottees of the performance rights.

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

j) 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. 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.

**Voting Exclusion**

A voting exclusion statement applies to Resolutions 5A to 5C, as set out in the Notice.

**Board Recommendation**

The Directors (with Mr Tait, Sir Yassaie and Ms Brown abstaining) recommend that Shareholders vote in favour of Resolutions 5A to 5C.

**Chair's Undirected Proxies**

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 5A, 5B and 5C.

## Resolution 6: Issue of equity securities under the Atomos Equity Incentive Plan to Mr Trevor Elbourne

The Company proposes to issue performance rights to the Company's Executive Director and Managing Director, Mr Trevor Elbourne, under the Atomos Equity Incentive Plan.

Mr Elbourne was the former Chief Technology Officer of the Company, appointed on 20 April 2018, and transitioned to the role of interim CEO on 14 April 2022.

As announced on ASX's Market Announcements Platform (**MAP**) on 5 August 2022, pursuant to an Executive Services Agreement (**ESA**) with the Company, Mr Elbourne was appointed Chief Executive Officer (**CEO**) effective immediately.

Pursuant to the terms of the ESA, Mr Elbourne is entitled to the following grants under the Atomos Equity Incentive Plan:

- an annual short term incentive (**STI**) award of up to 50% of Mr Elbourne's fixed annual remuneration (**FAR**) of $400k. Out of the 50% ($200k), the STI award will be paid 50/50 cash and equity (**STI performance rights**); and
- an initial maximum annual long term incentive (**LTI**) award comprising share options (**LTI Options**).

Mr Elbourne's ongoing participation in the Plan including the STI and LTI schemes and the terms of the schemes are subject to the discretion of the Board.

As announced on MAP on 30 September 2022, Mr Elbourne was appointed Executive Director of the Company effective immediately. As at the date of his appointment as Executive Director, the LTI Options have not been issued to Mr Elbourne.

***Corporations Act***

Similar to its approach to the proposed issue of performance rights to the Non-Executive Directors as expounded upon in the explanatory notes to Resolutions 5A to 5C above, the Board considers that the issue of STI Performance Rights and LTI Options to Mr Elbourne (a related party) does not require shareholder approval under Chapter 2E of the Corporations Act, as the "reasonable remuneration" exception set out in section 211 applies.

***ASX Listing Rules***

Under ASX Listing Rule 10.14, an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of its shareholders:

10.14.4 A director of the entity;

10.14.5 An associate of a director of the entity; or

10.14.6 A person whose relationship with the entity or with a director of the entity or an associate of a director of the entity is such that, in ASX's opinion, the acquisition should be approved by security holders.

The proposed issue to Mr Elbourne falls within Listing Rule 10.14.1 above and therefore requires shareholder approval.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11. Similarly, separate approval is not required under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the proposed issue of STI Performance Rights and LTI Options to Mr Elbourne.

If Resolution 6 is not passed, the Company will not be able to proceed with the proposed issue of STI Performance Rights and LTI Options to Mr Elbourne.

***Information required to be provided under ASX Listing Rule 10.15***

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the LTI Options:

a) If Resolution 6 is passed, Mr Elbourne will receive:
   - a maximum of 408,163 STI Performance Rights. The maximum number has been determined by taking the equity component of the STI award (50% of $200k = $100k) and dividing that figure by an amount equal to the 30-day VWAP of the Company's share price to 30 June 2022 ($0.245).
   - a maximum of 1,632,653 LTI Options. The maximum number has been determined by taking 100% of Mr Elbourne's FAR ($400k) and dividing that figure by an amount equal to the 30-day VWAP of the Company's share price to 30 June 2022 ($0.245).

b) Mr Elbourne's current total remuneration package comprises:
   - FAR of $400k, including superannuation
   - Annual short term incentive award up to 50% of FAR, payable 50/50 in cash and equity with a 12-month retention, being the subject of this resolution.
   - Initial maximum annual LTI award with a face value of 100% of FAR, being the subject of this resolution.

c) Mr Elbourne has previously been awarded the following securities under the Atomos Equity Incentive Plan:
   - 518,971 options
   - 12,709 shares plus 12,709 matching share rights
   - 427,360 performance rights of which 71,342 have vested and have been exercised into shares

   **No consideration was paid for the acquisition of the above securities under the Plan. In relation to the 12,709 shares, it is noted that these shares were acquired pursuant to the terms of the Plan by sacrificing an annual capped amount from the participant's salary.*

d) The material terms of the STI Performance Rights are as follows:
   - Each performance right entitles Mr Elbourne to be issued one share if the applicable vesting conditions and performance hurdles. The performance hurdles are based on EBITDA targets.
   - The STI Performance Rights will vest on 30 June 2023 subject to Mr Elbourne's continued employment or appointment with the Company up to and including 30 June 2023 and he must not have provided/received notice to resign as at 30 June 2023.
   - Any rights that do not vest on the applicable testing date will lapse.
   - There will be no retesting and any STI Performance Rights that do not vest at the end of the performance period will lapse.
   - No dividends will be payable on the STI Performance Rights and the STI Performance Rights do not carry any voting rights. Shares issued on exercise of the STI 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 the STI Performance Rights or require Mr Elbourne 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 STI Performance Rights should not have vested.
   - The STI Performance Rights will not entitle Mr Elbourne to participate in bonus issues, rights issues and capital reorganisations, however, the number of options or shares received on vesting of the options 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 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.

e) The material terms of the LTI Options are as follows:
   - Each option entitles Mr Elbourne to be issued one share if the applicable vesting conditions and performance hurdles over a three-year period are met. The performance hurdles are based on achievement of Total Shareholder Return (TSR) growth rates over the 3-year vesting period
   - The LTI Options will vest on the relevant testing date being 30 June 2025 subject to Mr Elbourne's continued employment or appointment with the Company up to and including 30 June 2025 and he must not have provided/received notice to resign as at 30 June 2025.
   - Any LTI Options that do not vest on the applicable testing date will lapse.
   - There will be no retesting and any LTI Options that do not vest at the end of the performance period will lapse.
   - No dividends will be payable on the LTI Options and the LTI Options do not carry any voting rights. Shares issued on exercise of the LTI Options rank equally with other issued shares on and from issue.
   - The Board has discretion, subject to the Listing Rules, to reduce or cancel the LTI Options or require Mr Elbourne 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 LTI Options should not have vested.
   - The LTI Options will not entitle Mr Elbourne to participate in bonus issues, rights issues and capital reorganisations, however, the number of options or shares received on vesting of the options 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.

f) The issuing of performance rights and options as opposed to fully ordinary shares will assist with aligning the interests of the CEO with the interests of ordinary shareholders. Further, these convertible securities do not provide the allottee with the full benefits of share ownership (such as dividend and voting rights) unless and until the options vest and are exercised. The Company believes that the grant of performance rights and options provides a cost-effective and efficient incentive as opposed to purely cash awards. The issuing of convertible securities such as options and performance rights is a recognised practice in Australia as part of the remuneration of senior executives which is directly related to the longer-term improved performance of the Company.

g) Paragraphs a) and b) above set out the value attributed to the STI Performance Rights and LTI Options.

h) The STI Performance Rights and LTI Options will be issued as soon as practicable but, in any case, no later than 3 years after the date of the AGM, unless extended by way of ASX granting a waiver to the ASX Listing Rules.

i) Mr Elbourne is receiving the STI Performance Rights and LTI Options pursuant to the terms of his ESA hence no consideration will be provided to the Company for issuing the

securities. As the STI Performance Rights and LTI Options will be granted for nil consideration, no loan will be extended in relation to the allotment of these securities.

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

k) 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. 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.

**Voting Exclusion**

A voting exclusion statement applies to Resolution 6, as set out in the Notice.

**Board Recommendation**

The Directors (with Mr Elbourne abstaining) recommend that Shareholders vote in favour of Resolution 6.

**Chair's Undirected Proxies**

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 6.

## Resolution 7 – Amendments to the Constitution

A company may modify its constitution or a provision of its constitution by special resolution of its shareholders. This Resolution is a Special Resolution which seeks to amend the Company's existing Constitution.

There have been a number of changes to the Corporations Act and the ASX Listing Rules since the Company's Constitution was first adopted. As a result, the Board proposes that the Company adopt the amended Constitution which incorporate these changes to legislation and current market practice.

A summary of the proposed material changes is set out below.

A marked-up copy of the proposed amended Constitution is available upon request from the Company Secretary at Company.Secretary@boardroomlimited.com.au.

Resolution 7 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this Resolution for it to be passed.

***Summary of Material Proposed Changes***

Technology – Shareholder Meetings

The Corporations Amendment (Meetings and Documents) Act 2021 amended the Corporation Act to establish a permanent mechanism to allow companies to hold hybrid (in person and remote) or entirely virtual shareholder meetings.

The Company believes that it would be prudent to update the existing Constitution to allow for flexibility in the way the Company can hold shareholder meetings.

If Resolution 7 is passed, the amended clause 32.4 of the Constitution dealing with calling general meetings will read:

"A general meeting may be held:

(a) at one or more physical venues;

(b) at one or more physical venues using virtual meeting technology; or

(c) using virtual meeting technology only."

Voting at General Meetings

Clause 40.2 of the Constitution currently states:

"A resolution put to the vote of a general meeting is decided on a show of hands unless a poll is demanded by:

(a) at least 5 Members entitled to vote on the resolution;
(b) Members with at least 5% of the votes that may be cast on the resolution on a poll; or
(c) the chairperson."

The above is inconsistent with recommendation 6.4 of the ASX Corporate Governance Principles and Recommendations (4th edition) which provided that all substantive resolutions (not just those under the Listing Rules) should be decided by a poll rather than by a show of hands. Further, the Company wishes to align the Constitution with the new section 205JA of the Corporations Act which requires resolutions put to the vote at a meeting of members of a listed company to be decided on a poll and not a show of hands. Therefore, if Resolution 6 is passed, the amended clause 40.2 will read:

"If the Company is included in the official list of ASX, a resolution put to the vote at a general meeting must be decided on a poll (and not a show of hands) if:

(a) the notice of the meeting set out an intention to propose the resolution and stated the resolution;
(b) the Company has given notice of the resolution in accordance with section 249O of the Corporations Act (members' resolutions); or
(c) a poll is demanded."

Restricted Securities

If Resolution 7 is passed, clause 90 of the current Constitution will be updated to reflect the requirements of ASX Listing Rule 15.12 in relation to restricted securities. Some flow on changes are also proposed to be made in other clauses to remove duplication.

**Board Recommendation**

The Directors unanimously recommend that shareholders vote in favour of this Resolution.

**Chair's Undirected Proxies**

The Chair of the Meeting intends to vote all undirected proxies for Resolution 7 as "For".

**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 2022.

"**Auditor's Report**" means the Auditor's Report for the Company for the financial year ended 30 June 2022.

"**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, 22 November 2022 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 2022.

"**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.<br><br>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.<br><br>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.<br><br>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.<br><br>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.<br><br>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.<br><br>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, but vesting will occur only on a pro rata basis based on the period which has elapsed from the grant date to the date of the change of control event when compared to the relevant overall vesting period and based on actual performance.<br><br>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.<br><br>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.<br><br>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 Wednesday 23 November 2022.**

## TO VOTE ONLINE

## BY SMARTPHONE

**STEP 1: VISIT** https://www.votingonline.com.au/amsagm2022

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

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 Wednesday, 23 November 2022.** 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/amsagm2022 | |
| **By Fax** | + 61 2 9290 9655 | |
| **By Mail** | Boardroom Pty Limited<br>GPO Box 3993,<br>Sydney NSW 2001 Australia | |
| **In Person** | **Until 21 October 2022**<br>Boardroom Pty Limited<br>Level 12, 225 George Street, | **From 24 October 2022**<br>Boardroom Pty Limited<br>Level 8, 210 George Street |

### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**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 at the **Level M, 700 Swanston Street Carlton VIC 3053 AND VIRTUALLY via https://web.lumiagm.com/300-139-830 on FRIDAY, 25 NOVEMBER 2022 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, 5A - 5C & 6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolutions 1, 5A-5C & 6 is 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, 5A-5C & 6). 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* |
|---|---|---|---|---|
| Resolution 1 | Adopt the Remuneration Report | ☐ | ☐ | ☐ |
| Resolution 2 | Re-election of Director | ☐ | ☐ | ☐ |
| Resolution 3 | Ratification of Issue of Options | ☐ | ☐ | ☐ |
| Resolution 4 | Approval of 10% Placement Capacity under ASX Listing Rule 7.1A | ☐ | ☐ | ☐ |
| Resolution 5A | Issue of performance rights to Mr Christopher Tait under the Atomos Equity Incentive Plan | ☐ | ☐ | ☐ |
| Resolution 5B | Issue of performance rights to Sir Hossein Yassaie under the Atomos Equity Incentive Plan | ☐ | ☐ | ☐ |
| Resolution 5C | Issue of performance rights to Ms Megan Brownlow under the Atomos Equity Incentive Plan | ☐ | ☐ | ☐ |
| Resolution 6 | Issue of performance rights and options to Mr Trevour Elbourne under the Atomos Equity Incentive Plan | ☐ | ☐ | ☐ |
| Resolution 7 | Amendments to the Constitution | ☐ | ☐ | ☐ |

## 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 / / 2022

# ONLINE SHAREHOLDERS' MEETING GUIDE 2022

### Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

### To access the meeting:

Visit web.lumiagm.com/300139830 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## Meeting ID: 300-139-830

To login you must have your Voting Access Code (VAC) and Postcode or Country Code

The website will be open and available for log in from 08:00am (AEDT), 25th November 2022

### Using the Lumi AGM platform:

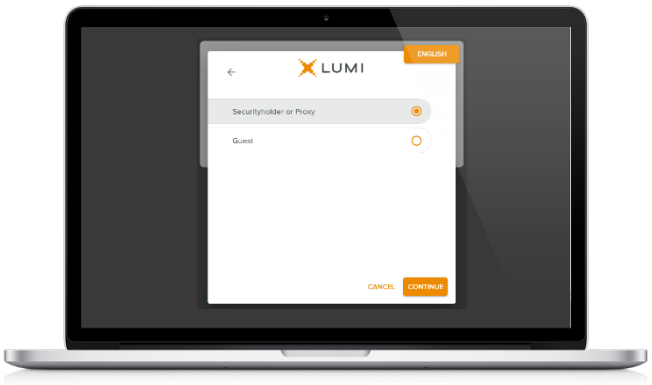
## ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

"Shareholder or Proxyholder"

Guests should select "Guest"

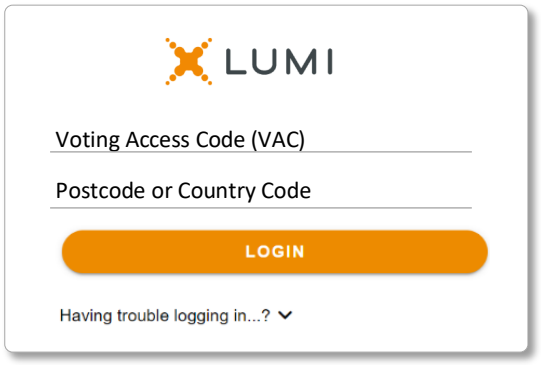



## CREDENTIALS

### Shareholders/Proxys

Your username is your Voting Access Code and your password is your Postcode or Country Code, or, for Non-Australian residents, your 3-letter country code.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760




### Guests

Please enter your name and email address to be admitted into the meeting.

*Please note, guests will not be able to ask questions or vote at the meeting.*



# NAVIGATION

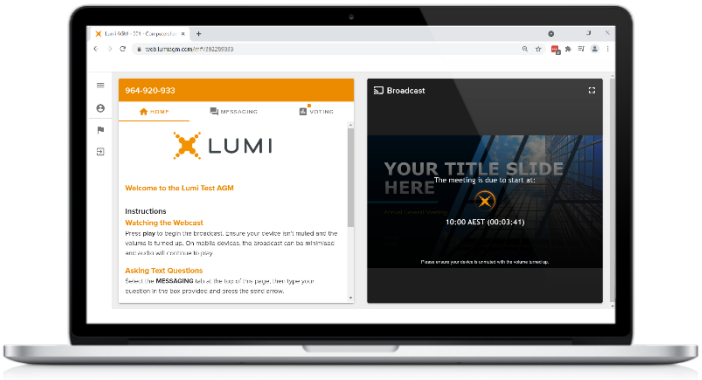
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

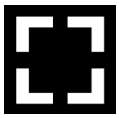
On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.




During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.




Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



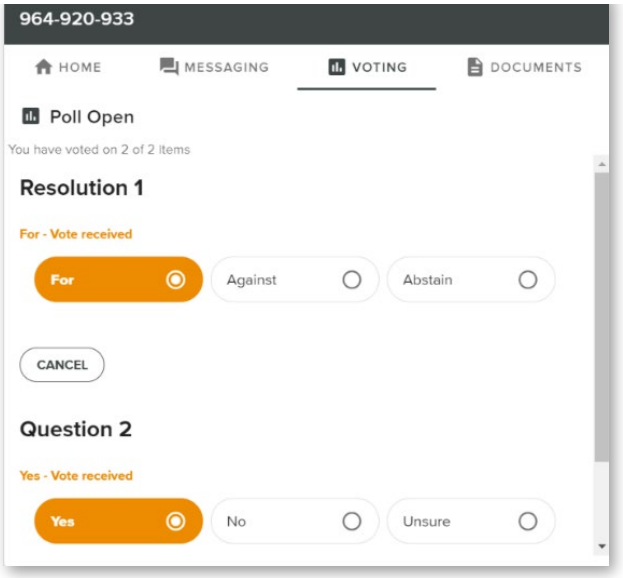
To reduce the webcast to its original size, select the X at the top of the broadcast window.

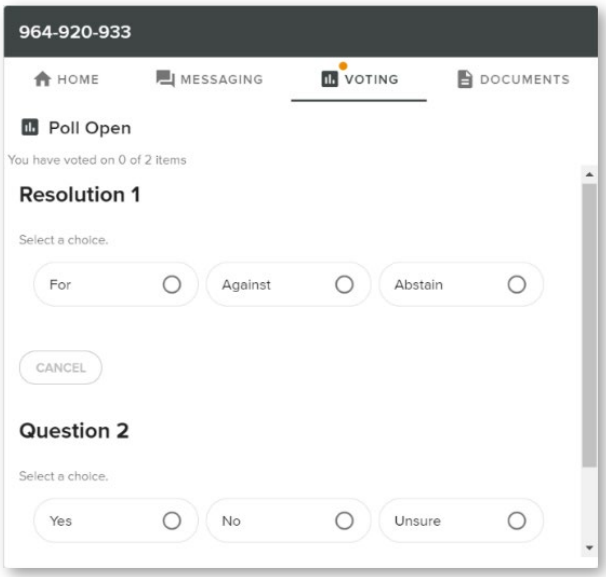
# VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.




To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.

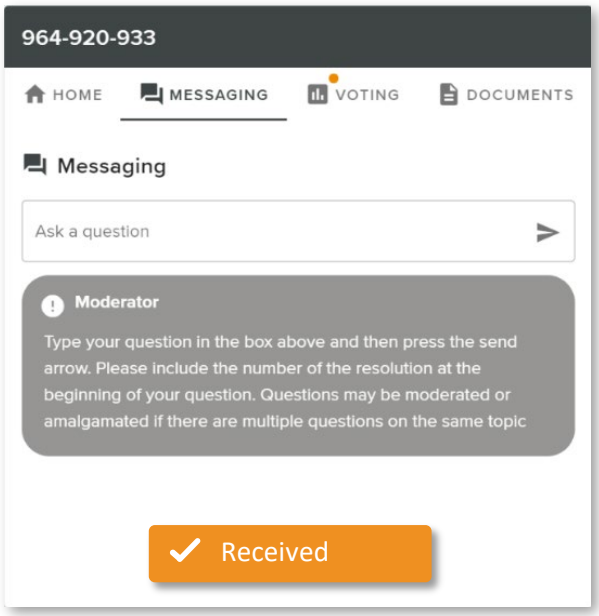
# QUESTIONS

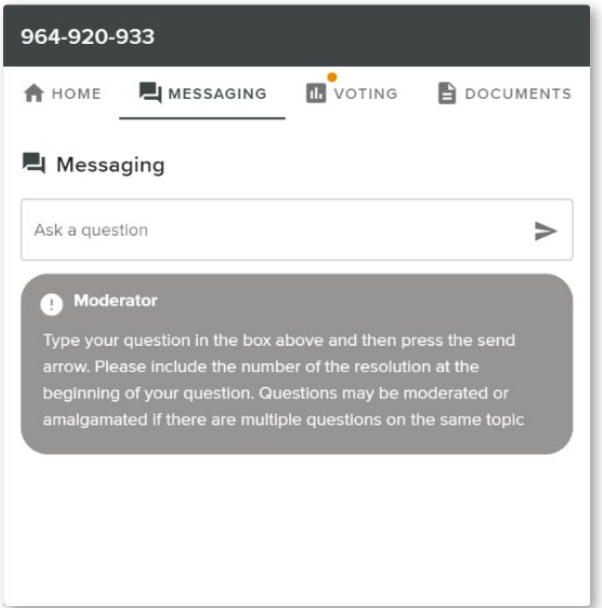
Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



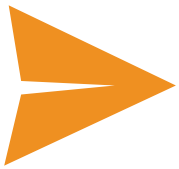
Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.




Select the "Ask a Question" box and type in your message.

Once you are happy with your message, select the send icon.



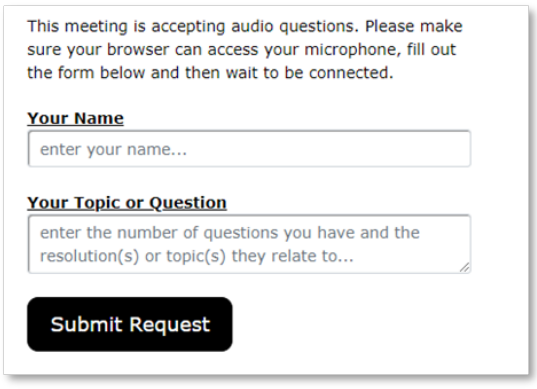
Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

### Asking Audio Questions

An audio questions line is available to members and appointed proxy holders.

To use this service, pause the broadcast before clicking on the link under "Asking Audio Questions". A new page will open, as shown on the right. Please enter the requested details and click "Submit Request" to join the audio questions queue.

You will hear the meeting while you wait to ask your question.




**Meeting ID: 300-139-830**

To login you must have your Voting Access Code (VAC) and Postcode or Country Code

The website will be open and available for log in from 08:00am (AEDT), 25th November 2022

# Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

| | |
|---|---|
| ABW | Aruba |
| AFG | Afghanistan |
| AGO | Angola |
| AIA | Anguilla |
| ALA | Aland Islands |
| ALB | Albania |
| AND | Andorra |
| ANT | Netherlands Antilles |
| ARE | United Arab Emirates |
| ARG | Argentina |
| ARM | Armenia |
| ASM | American Samoa |
| ATA | Antarctica |
| ATF | French Southern |
| ATG | Antigua & Barbuda |
| AUS | Australia |
| AUT | Austria |
| AZE | Azerbaijan |
| BDI | Burundi |
| BEL | Belgium |
| BEN | Benin |
| BFA | Burkina Faso |
| BGD | Bangladesh |
| BGR | Bulgaria |
| BHR | Bahrain |
| BHS | Bahamas |
| BIH | Bosnia & Herzegovina |
| BLM | St Barthelemy |
| BLR | Belarus |
| BLZ | Belize |
| BMU | Bermuda |
| BOL | Bolivia |
| BRA | Brazil |
| BRB | Barbados |
| BRN | Brunei Darussalam |
| BTN | Bhutan |
| BUR | Burma |
| BVT | Bouvet Island |
| BWA | Botswana |
| CAF | Central African Republic |
| CAN | Canada |
| CCK | Cocos (Keeling) Islands |
| CHE | Switzerland |
| CHL | Chile |
| CHN | China |
| CIV | Cote D'ivoire |
| CMR | Cameroon |
| COD | Democratic Republic of Congo |
| COK | Cook Islands |
| COL | Colombia |
| COM | Comoros |
| CPV | Cape Verde |
| CRI | Costa Rica |
| CUB | Cuba |
| CYM | Cayman Islands |
| CYP | Cyprus |
| CXR | Christmas Island |
| CZE | Czech Republic |
| DEU | Germany |
| DJI | Djibouti |
| DMA | Dominica |
| DNK | Denmark |
| DOM | Dominican Republic |
| DZA | Algeria |
| ECU | Ecuador |
| EGY | Egypt |
| ERI | Eritrea |
| ESH | Western Sahara |
| ESP | Spain |
| EST | Estonia |
| ETH | Ethiopia |
| FIN | Finland |
| FJI | Fiji |
| FLK | Falkland Islands (Malvinas) |
| FRA | France |
| FRO | Faroe Islands |
| FSM | Micronesia |
| GAB | Gabon |
| GBR | United Kingdom |
| GEO | Georgia |
| GGY | Guernsey |
| GHA | Ghana |
| GIB | Gibraltar |
| GIN | Guinea |
| GLP | Guadeloupe |
| GMB | Gambia |
| GNB | Guinea-Bissau |
| GNQ | Equatorial Guinea |
| GRC | Greece |
| GRD | Grenada |
| GRL | Greenland |
| GTM | Guatemala |
| GUF | French Guiana |
| GUM | Guam |
| GUY | Guyana |
| HKG | Hong Kong |
| HMD | Heard & Mcdonald Islands |
| HND | Honduras |
| HRV | Croatia |
| HTI | Haiti |
| HUN | Hungary |
| IDN | Indonesia |
| IMN | Isle Of Man |
| IND | India |
| IOT | British Indian Ocean Territory |
| IRL | Ireland |
| IRN | Iran Islamic Republic of |
| IRQ | Iraq |
| ISM | Isle of Man |
| ISL | Iceland |
| ISR | Israel |
| ITA | Italy |
| JAM | Jamaica |
| JEY | Jersey |
| JOR | Jordan |
| JPN | Japan |
| KAZ | Kazakhstan |
| KEN | Kenya |
| KGZ | Kyrgyzstan |
| KHM | Cambodia |
| KIR | Kiribati |
| KNA | St Kitts And Nevis |
| KOR | Korea Republic of |
| KWT | Kuwait |
| LAO | Laos |
| LBN | Lebanon |
| LBR | Liberia |
| LBY | Libyan Arab Jamahiriya |
| LCA | St Lucia |
| LIE | Liechtenstein |
| LKA | Sri Lanka |
| LSO | Lesotho |
| LTU | Lithuania |
| LUX | Luxembourg |
| LVA | Latvia |
| MAC | Macao |
| MAF | St Martin |
| MAR | Morocco |
| MCO | Monaco |
| MDA | Republic Of Moldova |
| MDG | Madagascar |
| MDV | Maldives |
| MEX | Mexico |
| MHL | Marshall Islands |
| MKD | Macedonia Former Yugoslav Rep |
| MLI | Mali |
| MLT | Mauritania |
| MMR | Myanmar |
| MNE | Montenegro |
| MNG | Mongolia |
| MNP | Northern Mariana Islands |
| MOZ | Mozambique |
| MRT | Mauritania |
| MSR | Montserrat |
| MTQ | Martinique |
| MUS | Mauritius |
| MWI | Malawi |
| MYS | Malaysia |
| MYT | Mayotte |
| NAM | Namibia |
| NCL | New Caledonia |
| NER | Niger |
| NFK | Norfolk Island |
| NGA | Nigeria |
| NIC | Nicaragua |
| NIU | Niue |
| NLD | Netherlands |
| NOR | Norway Montenegro |
| NPL | Nepal |
| NRU | Nauru |
| NZL | New Zealand |
| OMN | Oman |
| PAK | Pakistan |
| PAN | Panama |
| PCN | Pitcairn Islands |
| PER | Peru |
| PHL | Philippines |
| PLW | Palau |
| PNG | Papua New Guinea |
| POL | Poland |
| PRI | Puerto Rico |
| PRK | Korea Dem Peoples Republic of |
| PRT | Portugal |
| PRY | Paraguay |
| PSE | Palestinian Territory Occupied |
| PYF | French Polynesia |
| QAT | Qatar |
| REU | Reunion |
| ROU | Romania |
| RUS | Russian Federation |
| RWA | Rwanda |
| SAU | Saudi Arabia Kingdom Of |
| SDN | Sudan |
| SEN | Senegal |
| SGP | Singapore |
| SGS | Sth Georgia & Sth Sandwich Isl |
| SHN | St Helena |
| SJM | Svalbard & Jan Mayen |
| SLB | Solomon Islands |
| SCG | Serbia & Outlying |
| SLE | Sierra Leone |
| SLV | El Salvador |
| SMR | San Marino |
| SOM | Somalia |
| SPM | St Pierre And Miquelon |
| SRB | Serbia |
| STP | Sao Tome And Principe |
| SUR | Suriname |
| SVK | Slovakia |
| SVN | Slovenia |
| SWE | Sweden |
| SWZ | Swaziland |
| SYC | Seychelles |
| SYR | Syrian Arab Republic |
| TCA | Turks & Caicos Islands |
| TCD | Chad |
| TGO | Togo |
| THA | Thailand |
| TJK | Tajikistan |
| TKL | Tokelau |
| TKM | Turkmenistan |
| TLS | Timor-Leste |
| TMP | East Timor |
| TON | Tonga |
| TTO | Trinidad & Tobago |
| TUN | Tunisia |
| TUR | Turkey |
| TUV | Tuvalu |
| TWN | Taiwan |
| TZA | Tanzania United Republic of |
| UGA | Uganda |
| UKR | Ukraine |
| UMI | United States Minor |
| URY | Uruguay |
| USA | United States of America |
| UZB | Uzbekistan |
| VNM | Vietnam |
| VUT | Vanuatu |
| WLF | Wallis & Futuna |
| WSM | Samoa |
| YEM | Yemen |
| YMD | Yemen Democratic |
| YUG | Yugoslavia Socialist Fed Rep |
| ZAF | South Africa |
| ZAR | Zaire |
| ZMB | Zambia |
| ZWE | Zimbabwe |