



ATOMOS LIMITED (ASX:AMS)
700 SWANSTON STREET
CARLTON VIC 3053
ACN: 139 730 500

25 October 2022

Dear Shareholder,

**PRO-RATA ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER
NOTIFICATION TO INELIGIBLE SHAREHOLDERS**

On 18 October 2022, Atomos Limited ACN 139 730 500 (**Atomos** or **Company**) announced that it was conducting a capital raising by way of a placement and a 4 for 7 accelerated non-renounceable pro-rata entitlement offer, comprising an accelerated institutional entitlement offer (**Institutional Entitlement Offer**) and a retail entitlement offer (**Retail Entitlement Offer**) (together the, **Entitlement Offer**) at an issue price of \$0.10 for each new share (**New Share**) to raise up to approximately A\$18 million.

This is a letter to inform you that you are not an Eligible Shareholder (as defined below) for the purposes of the Retail Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation to apply for New Shares. **You are not required to do anything in response to this letter.**

Retail Entitlement Offer

The Retail Entitlement Offer is made pursuant to section 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**) (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73). Atomos lodged a retail offer booklet with the ASX market announcements platform on 25 October 2022 (**Retail Offer Booklet**). Capitalised terms used but not defined in this letter, have the meanings given to them in the Retail Offer Booklet.

The Entitlement Offer is jointly lead managed and underwritten by Morgans Corporate Limited ACN 010 539 607 AFSL 235407 and Shaw and Partners Limited ACN 003 221 583 AFSL 236 048.

The Retail Offer Booklet together with an accompanying personalised entitlement and acceptance form for the Retail Entitlement Offer will be sent to Eligible Shareholders (as defined below) on or around 25 October 2022. The New Shares issued under the Retail Entitlement Offer will rank equally with all existing fully paid ordinary shares in Atomos already on issue.

Eligibility criteria

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are those persons who:

- (a) are registered as holders of fully paid ordinary shares in Atomos as at 7.00pm (Sydney time) on 20 October 2022 (**Record Date**); and
- (b) have a registered address on the Atomos share register in Australia, New Zealand or the United Kingdom as at the Record Date; and
- (c) are not in the United States and are not a US person or acting for the account or benefit of a person in the United States or a US person; and
- (d) did not receive an offer (other than as nominee) under the Institutional Entitlement Offer and were not treated as an ineligible institutional Shareholder under the Institutional Entitlement Offer; and



ATOMOS LIMITED (ASX:AMS)
700 SWANSTON STREET
CARLTON VIC 3053
ACN: 139 730 500

- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without a prospectus, disclosure document, product disclosure statement or any lodgement, filing, registration or qualification.

Shareholders who are not Eligible Shareholders are “**Ineligible Shareholders**”.

Atomos has determined, pursuant to section 9A of the Corporations Act and ASX Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers under the Retail Entitlement Offer to investors who are holders of Shares and who are in the United States or have registered addresses outside Australia, New Zealand and the United Kingdom (ie. Ineligible Shareholders), having regard to the number of such holders in those places, the number and value of New Shares that they would be offered and the cost of complying with the relevant legal and regulatory requirements in those places.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder as stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, Atomos wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer. You will not be sent the documents relating to the Retail Entitlement Offer or be able to subscribe for New Shares under the Retail Entitlement Offer.

Treatment of Ineligible Shareholders' entitlements

Ineligible Shareholders are not eligible to participate in the Retail Entitlement Offer. However, the shares that Ineligible Shareholders would otherwise have been entitled to will instead be issued to a nominee approved by ASIC, expected to be Berne No 132 Nominees Pty Ltd (ACN 010 413 591), a nominee of Morgans Corporate Limited, one of the Lead Managers (**Nominee**), who will seek to sell the shares on the ASX. The Nominee will work with Atomos to distribute any proceeds received for these shares (if any) proportionately to Ineligible Shareholders.

You are not required to do anything in response to this letter

If you have any questions in relation to any of the above matters please contact Boardroom Pty Ltd on:

- Australia 1300 737 760; or
- International +61 2 9290 9600,

open 8.30am to 5.30pm (Sydney time) Monday to Friday (during the Retail Entitlement Offer period).

On behalf of Atomos, we regret that you are not eligible to participate in the Retail Entitlement Offer and thank you for your continued support.

Yours faithfully,

Chris Tait
Chairman