



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

**ATOMOS LIMITED**  
**ACN 139 730 500**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of shareholders of Atomos Limited (**Company**) will be held on 30 November 2023 at 11 a.m. (AEDT) at the offices of Moore Australia Audit (VIC), Level 44, 600 Bourke Street, Melbourne, 3000(**Meeting**).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form form part of this notice.

**BUSINESS OF THE MEETING**

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**Item 1: Financial Statements and Reports**

To receive and consider the Financial Report, the Directors' Report and Auditor's Report of the Company for the year ended 30 June 2023.

**Item 2: Remuneration Report**

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution of the Company:

*"To adopt the Remuneration Report for the year ended 30 June 2023."*

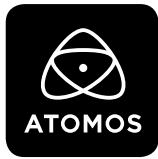
Notes:

- In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- A voting exclusion statement applies to this resolution, as set out in the Explanatory Notes.

**Item 3: Election of Director**

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution of the Company:

*"That Mr Paul Greenberg, who was appointed as an additional director effective 15 February 2023, and who holds office until the end of the meeting in accordance with Clause 58 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, be elected as a Director of the Company."*



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#### **Item 4: Additional 10% Placement Capacity**

To consider and, if thought fit, to pass the following Resolution as a special resolution of the Company:

*“For the purpose of Listing Rule 7.1A and for all other purposes, to approve the issue of additional Equity Securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12- month period and on the terms and conditions set out in the Explanatory Memorandum.”*

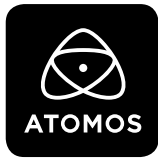
Note: A voting exclusion statement applies to this resolution, as set out in the Explanatory Notes.

#### **Item 5: Appointment of Company Auditor**

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

*“That, for the purpose of section 327B(1) of the Corporations Act and for all other purposes, Moore Australia Audit (Vic), having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company.”*

Note: A copy of the nomination is attached to the explanatory statement.



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## **ENTITLEMENT TO VOTE**

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The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 p.m. (AEDT) on 28 November 2023 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

## **ANNUAL REPORT**

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Copies of the Company's FY2023 Annual Report, once available, may be accessed on the Company's website under the Atomos Investor Hub tab <https://announcements.atomos.com/>

## **VOTING OPTIONS AND PROXIES**

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### **Voting**

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form, which accompanies this Notice of Annual General Meeting.

### **Voting by Proxy**

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence (in an electronic format capable of distribution by email) of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.



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Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- if a Shareholder has not directed their proxy how to vote, the proxy may vote (or abstain from voting) as the proxy determines, and
- if a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of the proposed resolution set out in the Notice of Meeting, even though Item 2 is connected with the remuneration of Key Management Personnel.

### Proxy Voting by the Chair

For Item 2, where the Chair is appointed as a Shareholder's proxy and that shareholder has not specified the way in which the Chair is to vote on those items, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for this Item of business, even though Item 2 is connected directly or indirectly with the remuneration of Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Item 2.

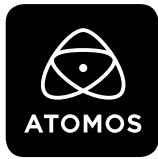
### Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than 11 a.m. (AEDT) on 28 November 2023 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Boardroom Pty Limited, GPO Box 3993 Sydney NSW 2001 Australia. Please allow sufficient time so that it reaches Boardroom Pty Limited by the Proxy Deadline;
- (ii) By fax to Boardroom Pty Limited on +61 2 9290 9655 (within Australia); or
- (iii) Online via <https://www.votingonline.com.au/amsagm2023>;

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.



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## CORPORATE REPRESENTATIVES

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Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

*Vanessa Chidrawi*

**Vanessa Chidrawi**  
Company Secretary  
2 November 2023



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## **Explanatory Notes**

### **ITEM 1 – Financial Statements and Reports**

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report comprises the consolidated financial report of the Company and its controlled entities.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Moore Australia Audit (VIC) (**Auditor**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2023, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00 p.m. (AEDT) on 23 November 2023. A form to facilitate the submission of questions is available from the Share Registry and it includes instructions for the return of this form to the Share Registry.

### **ITEM 2 – Adoption of Remuneration Report**

#### **Reasons for Resolution**

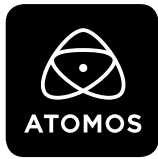
In accordance with section 300A of the Corporations Act the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company.

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate to the nature and scope of relevant responsibilities, aligns the interests of directors and executives with Shareholders' interests, and is reasonable and fair to employees and Shareholders.

#### **Directors' Recommendation**

Noting that each Director of the Company has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this resolution.



### **Voting Exclusion Statement**

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel (**KMP**) details of whose remuneration are included in the remuneration report or a Closely Related Party of any such member unless the person:

- (i) votes as a proxy appointed in writing that specifies how the person is to vote on the resolution; or
- (ii) is the Chair of the Meeting and votes as a proxy appointed in writing that authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

**What this means for Shareholders:** If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

Shareholders should be aware that the Chair intends to vote all undirected proxies given to the Chair in favour of the resolutions of the Annual General Meeting, including this Item 2, subject to compliance with the Corporations Act.

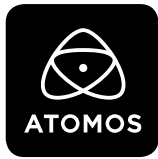
### **ITEM 3 – Election of Director**

In accordance with the Company's Constitution and ASX Listing Rule 14.4, a director appointed by the directors must not hold office past the next annual general meeting of the entity.

Mr Paul Greenberg was appointed as a Director and Chair of the Company on 15 February 2023. Being eligible, Mr Greenberg makes himself available for election at this Meeting. Details relevant to the consideration of Mr Greenberg's appointment are set out below.

Having had regard to the ASX Principles, the Company's Board regards Mr Greenberg an independent director.

Mr Greenberg is an experienced non-executive director with expertise in founding and growing technology-enabled businesses. He was previously the Chair of MyDeal.com.au (ASX:MYD), which was acquired by Woolworths Group (ASX:WOW) in 2022. He is a director of Jam Pad Investments Pty Ltd, a family office, which focuses on angel investing in retail tech startups. He is also a non-executive director of InStitchu Pty Ltd, a market leader in made to measure apparel.



## Directors' Recommendation

The Directors (with Mr Greenberg abstaining) unanimously support the election of Mr Greenberg and recommend that Shareholders vote in favour of this resolution.

## ITEM 4 – Additional 10% Placement Capacity

ASX Listing Rule 7.1A provides that an eligible entity (as defined below) may seek security holder approval by special resolution at its Annual General Meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the Annual General Meeting (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

Item 4 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Item 4 for it to be passed.

If Item 4 is approved, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below). If the resolution is not approved, any Equity Securities issued will be deducted from the Company's capacity under Listing Rule 7.1 (with the exception of those items provided for as exceptions under Listing Rule 7.2), and Shareholder approval will be required for the issue of any additional Equity Securities in excess of that capacity.

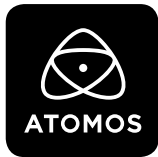
An eligible entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$26.1 million (based on the number of Shares on issue and the closing price of Shares on ASX on 1 November 2023).

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has the following classes of securities, being:





- 401,821,079 quoted fully paid ordinary shares (ASX Code: AMS);
- 2,439,2311 unquoted options expiring various dates (ASX Code: AMSSA);
- 83,819 unquoted share rights (ASX Code: AMSAF); and
- 1,089,018 unquoted performance rights (ASX Code: AMSAE).

The number of equity securities that the Company may issue under the approval sought by Item 4 will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

$$(A \times D) - E$$

*Where:*

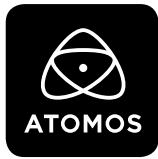
*A = the number of fully paid Shares on issue at the commencement of the relevant period:*

- (i) *plus, the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9,16 or 17;*
- (ii) *plus, the number of Shares issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where:*
  - a. *the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or*
  - b. *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;*
- (iii) *plus, the number of Shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:*
  - a. *the agreement was entered into before the commencement of the relevant period; or*
  - b. *the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;*
- (iv) *plus, the number of fully paid Shares issued in the relevant period with approval under Listing Rules 7.1 and 7.4;*
- (v) *Plus, the number of partly paid Shares that became fully paid in the relevant period;*
- (vi) *less the number of fully paid Shares cancelled in the relevant period.*

*D = 10%.*

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

**“relevant period”** *means the 12-month period immediately preceding the date of the issue or agreement.*



### Specific information required by Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Item 4:

#### Minimum price

Under the ASX Listing Rules, the securities may only be issued for cash consideration per security which is not less than 75% of the volume weighted average price of securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed; by the Company and the recipient of the securities; or
- (b) if the securities are not issued within 10 ASX trading days of the date in paragraph (a) above, the date on which the securities are issued.

#### Risk of voting dilution

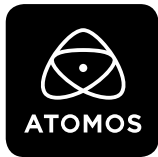
Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Item 4 is approved and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current



number of Shares on issue as at the date of this Notice of Meeting. The table also assumes that no options on issue are exercised into Shares before the date of issue of the equity securities.

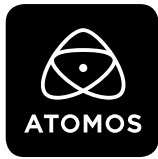
The table also shows the voting dilution impact where the number of Shares on issue (Variable "A" in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.<sup>1</sup>

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$ 0.0325 50% decrease in Issue Price	\$ 0.065 Issue Price	\$ 0.13 100% increase in Issue Price
<b>Current Variable A</b> <b>401,821,079</b>	<b>10% Voting dilution</b>	40,182,107	40,182,107	40,182,107
	<b>Funds Raised</b>	<b>\$1,305,918</b>	<b>\$2,611,836</b>	<b>\$5,223,673</b>
<b>50% increase in current Variable A</b> <b>602,731,618</b>	<b>10% Voting dilution</b>	60,273,161	60,273,161	60,273,161
	<b>Funds Raised</b>	<b>\$1,958,877</b>	<b>\$3,917,755</b>	<b>\$7,835,510</b>
<b>100% increase in current Variable A</b> <b>803,642,158</b>	<b>10% Voting dilution</b>	80,364,215	80,364,215	80,364,215
	<b>Funds Raised</b>	<b>\$2,611,836</b>	<b>\$5,223,673</b>	<b>\$10,447,347</b>

**Notes:**

<sup>1</sup> The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of shares available under ASX Listing Rule 7.1A;
- (b) The table shows only the effect of shares issued under ASX Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1;
- (c) The current issue price is \$0.065, being the price of the Shares listed on ASX on 1 November 2023; and
- (d) The current number of securities on issue is the Shares on issue as at 1 November 2023, being 401,821,079.



The table shows:

- two examples where Variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100% against the current market price.

**Period for which the approval will be valid**

If Shareholder approval is granted for Item 4, then that approval will expire on the earlier of:

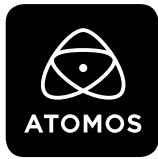
- (a) 30 November 2024, being 12 months from the date of the Meeting;
- (b) the time and date of the Company’s next Annual General Meeting; or
- (c) the time and date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

The approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

**Purpose of Issue under 10% Placement Capacity**

The Company may issue equity securities under the 10% Placement Capacity for various purposes including general working capital purposes and to raise funds to further develop the Company’s product offering.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.



### **Allocation under the 10% Placement Capacity**

The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

### **Securities issued or agreed to be issued under rule 7.1A.2 in the 12 months preceding the date of Meeting**

The Company did not issue any Shares under ASX Listing Rule 7.1A.2 over the 12 months preceding the date of the Meeting.

### **Director's Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 4.

### **Voting Exclusion statement**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- a 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); or
- an associate of that person or those persons.



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However, the Company need not disregard a vote if it is cast by:

- a person as a 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
- the Chair 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: In accordance with ASX Listing Rule 14.11.1, as at the date of this Notice of Meeting it is not known who may participate in any placement utilising the 10% Placement Capacity (if any). On that basis, no Shareholders are currently excluded from voting on this Resolution.

### **Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected proxies in favour of all Resolutions.

### **ITEM 5 - Appointment of Company Auditor**

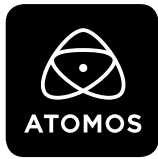
The Directors of the Company appointed Moore Australia Audit (VIC) as the Company's auditors, with effect from 16 June 2023, in accordance with s327C of the Corporations Act.

According to section s327C of the Corporations Act, an auditor appointed under that section holds office until the Company's next annual general meeting. Item 5 therefore seeks Shareholder approval for the appointment of Moore Australia Audit (VIC) as the auditor of the Company.

The Company has received a nomination for Moore Australia Audit (VIC) to act as its auditor. A copy of the nomination is attached to the Explanatory Statement as Annexure "A". The Company confirms that Moore Australia Audit (VIC) has given and not withdrawn its consent to act as auditor as at the date of the Notice.

### **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 5.



## GLOSSARY

**10% Placement Capacity** has the meaning given in Item 4 of the Notice.

**AEDT** means Australian Eastern Daylight Savings Time as observed in Melbourne, Australia.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**Associate** has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act, as the context requires.

**ASX** means ASX Limited ACN 008 624 691.

**ASX Listing Rules** means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

**ASX Principles** means the ASX Corporate Governance Principles and Recommendations (4th edition).

**Board** means the current board of directors of the Company.

**Closely Related Party** has the meaning as defined in section 9 of the Corporations Act.

**Company** means Atomos Limited (ACN **139 730 500**).

**Constitution** means the Company's Constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that at the relevant date:

- (a) Is not included in the A&P/ASX 300 Index; and
- (b) Has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Notes** means the Explanatory Notes accompanying the Notice.

**Items** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Key Management Personnel** or **KMP** has the meaning as defined in section 9 of the Corporations Act.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

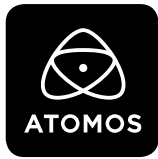
**Proxy Deadline** means 11 a.m. (AEDT) on 28 November 2023.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Body Corporate** has the meaning set out in section 50 of the Corporations Act.

**Remuneration Report** means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2023.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.



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

**Share** means a fully paid ordinary Share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Boardroom Pty Limited.

**Voting Exclusion** means the exclusion of particular Shareholders from voting on a particular Resolution.





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

## **Annexure "A"**

Jam Pad Investments Pty Ltd  
PO Box 523  
Gordon  
NSW 2072  
ACN: 628 633 198

1 November 2023

**Atomos Limited**  
**700 Swanston Street**  
**Carlton**  
**VIC 3053**

Dear Directors

### **Nomination of auditor of Atomos Limited ACN 139 730 500**

We, Jam Pad Investments Pty Ltd, being a shareholder of Atomos Limited (Company), nominate Moore Australia Audit (VIC) for the appointment as auditor of the Company at its 2023 Annual General Meeting.

We consent to the distribution of a copy of this notice as an attachment to the Notice of Meeting and Explanatory Memorandum for the Company's 2023 Annual General Meeting, as required by section 328B(3) of the *Corporations Act 2001* (Cth).

Yours faithfully

---

**Paul Greenberg**

**Director**

**Jam Pad Investments Pty Ltd**



#### 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](http://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 11:00am (AEDT) on Tuesday 28 November 2023.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/amsagm2023>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Tuesday, 28 November 2023.** 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/amsagm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

☐

#### 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 offices of **Moore Australia Audit (VIC), Level 44, 600 Bourke Street, Melbourne, 3000 on Thursday, 30 NOVEMBER 2023 at 11:00am (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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 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 Resolution 1). 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 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Paul Greenberg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 (Special Resolution)	Approval of Additional 10% Placement Capacity under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Moore Australia Audit (Vic) as Company Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023