

ATOMOS  
ACN 139 730 500

700 SWANSTON STREET  
CARLTON VIC 3053

**NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

23 April 2024

Dear Shareholder

**Atomos Limited – Non-Renounceable Entitlement Offer – Notification to Ineligible Shareholders**

On 12 April 2024, Atomos Limited (the **Company** or **AMS**) announced a fully underwritten 1 for 1 non-renounceable pro rata entitlement offer of ordinary shares (**Entitlement Offer Shares**) at an offer price of A\$0.02 (**Offer Price**) per Entitlement Offer Share to raise up to A\$8 million, with one (1) free quoted option for every two (2) Entitlement Offer Shares (exercisable at A\$0.03 on or before 30 November 2025) applied for and issued (**Entitlement Offer Options**) (**Entitlement Offer**).

The Entitlement Offer is lead managed by Henslow Pty Ltd ACN 605 393 137 AFSL 483168 (**Lead Manager** or **Henslow**). Henslow is also the underwriter of the Entitlement Offer. Domazet FT3 Pty Ltd, as trustee for the Domazet Family Trust No. 3 (**Doma**), a substantial shareholder of AMS, has agreed to fully sub-underwrite the Entitlement Offer.

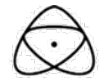
Proceeds from the Entitlement Offer will be used by the Company to repay the Company's existing debt facility (including capitalised interest), for costs associated with the Company's restructure (including redundancies), to fund development and stocking of new products, to fund working capital and for the costs associated with the Entitlement Offer.

If you are an Eligible Shareholder (as defined below) in Australia, New Zealand or the United Kingdom, you will be able to subscribe for one (1) Entitlement Offer Share for every one (1) existing share held at 7.00pm (AEST) on Thursday, 18 April 2024 (**Record Date**).

New shares issued under the Entitlement Offer, and shares issued upon exercise of the Entitlement Offer Options, will rank equally to existing AMS ordinary shares on issue. The Company will apply for quotation of the Entitlement Offer Shares and Entitlement Offer Options on ASX.

**Prospectus**

The Entitlement Offer is made under a "transaction-specific prospectus" pursuant to section 713 of the Australian *Corporations Act 2001* (Cth) (**Corporations Act**) and lodged with the Australian Securities and Investments Commission (**ASIC**) and Australian Securities Exchange (**ASX**) on 12 April 2024.



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## Eligible Shareholders

“**Eligible Shareholders**” are those persons who:

- are registered as a holder of Company shares as at the Record Date;
- have a registered address on the Company’s share registry in Australia, New Zealand or the United Kingdom, and any other jurisdiction determined by the Company as at the Record Date;
- are not in the United States or a US Person or acting for the account or benefit of a person in the United States or a US Person; and
- are eligible under all applicable laws to receive and participate in the Entitlement Offer.

Shareholders who do not satisfy each of these criteria are Ineligible Shareholders. As a result, these Shareholders will not be able to participate in the Entitlement Offer, unless otherwise determined by the Company.

## Ineligible Shareholders

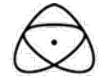
The Company has determined, in reliance of ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders, having regard to:

- the small number of Ineligible Shareholders as a proportion of the total Company shareholders;
- the small number and value of the Entitlement Offer Shares which would be offered to Ineligible Shareholders if they were Eligible Shareholders; and
- the cost of complying with the legal and regulatory requirements in the overseas jurisdictions.

Determination of the eligibility of investors for the purposes of the Entitlement Offer is determined by the Company by reference to a number of matters. The Company and the Lead Manager and their affiliate and related bodies corporate and each of their respective directors, officers, employees, advisers and agents disclaim any liability in respect of any determination of eligibility, to the maximum extent permitted by law.

Unfortunately, according to our records, you do not satisfy the criteria for an Eligible Shareholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(a) and the section 9A(3)(a) of the Corporations Act, AMS wishes to advise you that it will not be able to extend the Entitlement Offer to you and you will not be able to subscribe for New Shares under the Entitlement Offer, and consequently, will not be able to receive Options. You will not be sent the offer documents relating to the Entitlement Offer.

Pursuant to section 615 of the Corporations Act, the Company has nominated Berne No 132 Nominees Pty Ltd (**Nominee**) to sell the shares that would have otherwise been issued to



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**Ineligible Shareholders and return any net proceeds to Ineligible Shareholders (Ineligible Shareholder Shares).**

The Nominee will have the absolute and sole discretion to determine the timing, the price at which the Ineligible Shareholder Shares will be sold on-market on the ASX. The net proceeds above the Offer Price (in Australian dollars), if any, of the sale of the relevant Ineligible Shareholder Shares will be distributed to the Ineligible Shareholders on a pro rata basis in proportion to their respective shareholdings as at the Record Date (after deducting costs, including costs of the sale and costs of distributing the proceeds). There is no assurance that the Nominee will be able to sell the Ineligible Shareholder Shares at a price that will result in Ineligible Shareholders receiving any net proceeds, such that Ineligible Shareholders may receive no value for their Ineligible Shareholder Shares.

Neither the Company nor the Nominee will be subject to any liability for failure to sell the Ineligible Shareholder Shares that would have been offered to an Ineligible Shareholder or to sell them at a particular price.

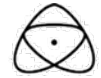
Notwithstanding that the Nominee must sell the Ineligible Shareholder Shares, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds.

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

Yours faithfully

*Vanessa Chidrawi*

**Vanessa Chidrawi  
Company Secretary**



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## **About Atomos**

Atomos is a global video technology company that enhances video content creation by producing products that connect the imaging and computer worlds together, from the point of capture (camera) through to displaying (monitor), processing and recording of the latest high-quality video onto affordable computer media for creative enhancement and distribution of content.

The Company designs, develops and commercialises award-winning, simple to use monitor-recorder products that ensure content creators consistently have access to the latest video monitoring, processing and recording technologies, regardless of how advanced the camera or production equipment they use.

## **IMPORTANT INFORMATION**

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject, registration under the US Securities Act and applicable US state securities laws.