

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: 10.00 am (AEDT)

Date: Friday, 14 November 2025

Place: Level 15, 25 Bligh Street, Sydney NSW 2000

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 Thursday, 6 November 2025 to cosec@atomos.com.

2025 Notice of Annual General Meeting

Notice is given that the 2025 Annual General Meeting (**AGM** or **Meeting**) of the Shareholders of Atomos will be held at 10.00am (AEDT) on Friday, 14 November 2025.

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 2025 which includes the Financial Statements, Directors' Report and Auditor's Report of the Company and its controlled entities for the year ended 30 June 2025 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 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 2025 is received, approved and adopted".

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 Memorandum.

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 58.2 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr James Joughin who, being eligible, offers himself for re-election, is re-elected as a Director of the Company".

Resolution 3: 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.”

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

Resolution 4: Approval of Atomos Employee Incentive Plan Rules

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

“That for the purposes of Listing Rule 7.2, Exception 13, and for all other purposes, approval is given for the issue of securities under the Company’s Employee Incentive Plan Rules on the terms and conditions outlined in the Explanatory Memorandum.

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

Resolution 5: Ratification of prior issue of Options under the Atomos Employee Incentive Plan

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratify the issue of 131,500,000 Options issued on 2 July 2025 under the Company’s Employee Incentive Plan under the Company’s Listing Rule 7.1 issue capacity, on such terms and conditions more particularly described in the Explanatory Memorandum.”

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

Resolution 6: Issue of Options to Peter Barber under the Atomos Employee Incentive Plan

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 16,128,982 Options to Mr Peter Barber, the Chief Executive Officer and Executive Director of the Company, on the terms and conditions outlined in the Explanatory Memorandum and otherwise on the terms and conditions of the Atomos Employee Incentive Plan, is approved.”

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

BY ORDER OF THE BOARD

Natalie Climo

Natalie Climo
Company Secretary

15 October 2025

NOTES

1. **Explanatory Memorandum**

The Explanatory Memorandum forms part of the Notice convening the Meeting of Shareholders of Atomos and should be read 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, 12 November 2025.

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 or 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 10.00am (AEDT) on Wednesday, 12 November 2025.
- (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; or
 - Online via <https://www.votingonline.com.au/amsagm2025>

5. **Voting by Corporate Representative**

Body corporate Members may attend and vote during the Meeting via corporate representative attending the Meeting at the time, date and place mentioned above and any

other people from the body corporate wishing to attend should register as guests to attend the Meeting.

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.

6. 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: cosec@atomos.com. Written questions must be received by no later than 5.00 pm (AEDT) on Thursday, 6 November 2025.

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.

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, 14 November 2025 at 10.00 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.

Financial Statements and Reports

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-center>
- (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 (AEDT) on Thursday, 6 November 2025 to cosec@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 2025.

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**).

At the Company's 2024 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.

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.

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 the Company's Constitution and ASX Listing Rule 14.4, a director appointed to fill a casual vacancy must not hold office without re-election past the next annual general meeting.

James Joughin was appointed as a director on 31 December 2024, and being eligible, makes himself available for election at this Meeting. Details relevant to the consideration of Mr Joughin's appointment are set out below.

Mr Joughin has been a board advisor to Atomos since June 2023 and is currently the Chair of the Audit and Risk committee. Mr Joughin brings over 35 years of general corporate business experience along with being an experienced public company director, most recently as Chair of Spirit Technology Solutions Ltd (ASX:STI) until retiring from the board in November 2024 and an NED at Mydeal Ltd (ASX:MYD), which was acquired by Woolworths in 2022. Mr Joughin was previously a senior Partner at Ernst & Young in the corporate finance area.

Having regard to the ASX Principles, the Company's Board does regard Mr Joughin to be an independent director.

Board Recommendation

The Directors (with Mr Joughin abstaining) unanimously support the Election of James Joughin and 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 2 as "For".

Resolution 3: Approval of 10% Placement Capacity under ASX Listing Rule 7.1A

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 \$19.58 million and therefore is an eligible entity.

Resolution 3 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 3 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 3 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 3 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:

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

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;

$D = 10\%$.

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 14 November 2026; (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.
Risk of economic and voting dilution to existing shareholders	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. If Resolution 4 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 \$0.016 per Share which was the closing price of the Company's Shares on the ASX on 6 October 2025; and - the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 1,224,188,412.

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 \$0.003	Issue price \$0.016	100% increase in issue price \$0.012
Current Variable 'A' 1,224,188,412 Shares	10% voting dilution	122,418,841	122,418,841	122,418,841
	Funds raised	\$ 979,350.73	\$ 1,958,701.46	\$ 3,917,402.92
50% increase in current Variable 'A' 1,836,282,618 Shares	10% voting dilution	183,628,262	183,628,262	183,628,262
	Funds raised	\$ 1,469,026.09	\$ 2,938,052.19	\$ 5,876,104.38
100% increase in current Variable 'A' 2,448,376,824 Shares	10% voting dilution	244,837,682	244,837,682	244,837,682
	Funds raised	\$1,958,701.46	\$ 3,917,402.92	\$ 7,834,805.84

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 \$0.016 being the closing price of the Company's Shares on ASX on 6 October 2025.

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 below does not apply to Resolution 3.

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.

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 3 as "For".

Resolution 4: Approval of Employee Incentive Plan Rules

ASX Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue.

ASX Listing Rule 7.2 contains several exceptions to the prohibition contained in ASX Listing Rule 7.1. Under Exception 13 in ASX Listing Rule 7.2, Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are excluded when calculating the capacity of the Company to issue shares in accordance with ASX Listing Rule 7.1. This Resolution is designed to satisfy the requirements of Exception 13 in ASX Listing Rule 7.2 in relation to the Employee Incentive Plan (the **Plan**).

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

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

The Plan is intended to provide the framework under which individual grants of equity incentives (awards) may be made to employees (including executive directors). The Plan was established on 20 June 2025, and the Company seeks approval to allow for the issue of equity securities under the Plan. Since the Plan was established, the Company has issued the following securities to employees in the Company:

131,500,000 Options

The maximum number of securities proposed to be issued under the Equity Incentive Plan following approval will be 50,000,000 from time to time.

A summary of the key terms of the Plans is set out in Annexure 'A'.

Resolutions 4 seek Shareholder approval to adopt the Plan to enable the Company to issue equity securities to eligible employees.

Voting exclusion

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

- any person who is eligible to participate in the employee incentive plans; or
- an associate of that person or those persons.

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

- a. a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- b. the Chair of the Meeting as a 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 of a person excluded from voting, on the Resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Board Recommendation

The Board abstains, in the interest of good corporate governance, from making a recommendation in relation to the resolution in Resolutions 4.

Chair's Undirected Proxies

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

Resolution 5: Ratification of prior issue of Options under the Atomos Employee Incentive Plan

As announced to the market on 20 June 2025 the Company put in place an Employee Incentive Plan (Plan). On 9 July 2025 the Company announced that it had issued 131,500,000 Options to employees under the Plan utilising the Company's placement capacity under ASX Listing Rule 7.1 (Options).

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 do not fit within any of these exceptions and, as the issue 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 5 seeks Shareholder approval of the Options under and for the purposes of Listing Rule 7.4. If Resolution 5 is passed, the Options 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 5 is not passed, the Options 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	131,500,000 Options
Issue price per security	The issue price of the Options was nil.
Recipient of issue	The Options were issued to several employees of the Company including two key management personnel, Ben McAlister and Adam Kron.
Material terms of securities	50% vest on 30 June 2026/50% vest on 30 June 2027 Exercise price \$0.0067 Expiry date 30 June 2030 Plan rules summarised in Annexure A
Use of funds raised	As the Options were issued to employees as part of their remuneration for nil consideration, no funds will be raised from their issue. An exercise price is payable on exercise of any vested Options.
Date of issue	2 July 2025.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by anyone who received the Options 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.

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 5 as "For".

Resolution 6: Issue of Options to Peter Barber under the Atomos Employee Incentive Plan

Since the Company's ASX announcement dated 20 June 2025 regarding the launch of the Atomos Equity Incentive Plan, the Company has revised its strategy and has elected to extend participation in the Atomos Equity Incentive Plan to Directors (including the Chief Executive Officer) in order to align their interests with the Company's long-term performance.

Following its revision in strategy, the Company proposes to issue 16,128,982 Options to the Company's Chief Executive Officer and Executive Director, Mr Peter Barber, under the Atomos Equity Incentive Plan.

Mr Barber was appointed as an Executive Director and Chief Operating Officer of the Company on 14 February 2024 and transitioned to the role of Chief Executive Officer on 3 May 2025.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a. obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b. give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Options to Mr Barber constitutes giving a financial benefit and Mr Barber is a related party of the Company by virtue of being a Director.

The Directors (with Mr Barber abstaining) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Options to Mr Barber as it is the view of the Directors that the issue of Options to Mr Barber constitutes reasonable remuneration in the circumstances in accordance with section 211 of the Corporations Act.

ASX Listing Rules

Under 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:

- a. Listing Rule 10.14.1 - a director of the entity;
- b. Listing Rule 10.14.2 - an associate of a director of the entity; or
- c. Listing Rule 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.

The proposed issue to Mr Barber 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 the 16,128,982 Options to Mr Barber.

If Resolution 6 is not passed, the Company will not be able to proceed with the proposed issue of the 16,128,982 Options to Mr Barber and the Company will need to consider alternative methods of providing incentivisation or remuneration to Mr Barber, which may take the form of cash-based payments, which would potentially reduce the Company's cash reserves.

Information required to be provided under ASX Listing Rule 10.15

In accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to the proposed issue:

- a. The proposed issue of Options subject of this Resolution 6 will be made to Mr Peter Barber.
- b. As Mr Barber is the Chief Executive Officer and Executive Director of the Company, he falls within Listing Rule 10.14.1.
- c. The Company proposes to issue 16,128,982 Options to Mr Barber. Subject to satisfaction of vesting conditions and any adjustments for capital reconstructions (and other relevant provisions of the Atomos Equity Incentive Plan), each Option will entitle Mr Barber to one Share.
- d. Mr Barber's current total remuneration package of up to approximately \$732,000 Australian Dollars is comprised of:
 - fixed base of S\$367,152 Singapore Dollars (approximately \$432,000 Australian Dollars per annum), excluding Central Provident Fund contributions;
 - STI of up to \$100,000 Australian Dollars per annum representing approximately 23% of fixed base (excluding Central Provident Fund contributions) subject to achievement of KPIs; and
 - LTI of up to \$200,000 Australian Dollars per annum representing approximately 46% of fixed base (excluding Central Provident Fund contributions) (subject to shareholder approval and terms detailed in this resolution).
- e. No securities have been previously issued to Mr Barber under the Atomos Employee Incentive Plan.
- f. The material terms attaching to the Options are set out below and also in the material terms of the Atomos Employee Incentive Plan (summarised at Annexure 'A'):

Grant date	Subject to shareholder approval, the grant will be made as soon as practicable on the date of the AGM (or a date shortly thereafter).
Amount payable on grant of Options	Nil.
Periods during which the Options vest	The Options will vest over 3 tranches over a 3 year period as follows: • 5,359,003 Options (Tranche 1 Options) vesting 14 November 2026 (Tranche 1 Vesting Date); • 5,376,290 Options (Tranche 2 Options) vesting 14 November 2027 (Tranche 2 Vesting Date); and

	5,393,689 Options (Tranche 3 Options) vesting 14 November 2028 (Tranche 3 Vesting Date), subject to Mr Barber meeting the relevant vesting conditions set out below and the Company giving Mr Barber written notice confirming that the vesting conditions applicable to those Options have been satisfied. The Company may bring forward any of the above dates during which Options may vest at its sole discretion.
Vesting conditions	Tranche 1 Options On the Tranche 1 Vesting Date: - Mr Barber remains employed by the Company and no notice of termination of his employment has been given by Mr Barber or the Company on or prior to that date; and - the VWAP equals or exceeds \$0.015 over any period of 20 consecutive trading days in the period up to and including that date. Tranche 2 Options On the Tranche 2 Vesting Date: - Mr Barber remains employed by the Company and no notice of termination of his employment has been given by Mr Barber or the Company on or prior to that date; and - the VWAP equals or exceeds \$0.020 over any period of 20 consecutive trading days in the period up to and including that date. Tranche 3 Options On the Tranche 3 Vesting Date: - Mr Barber remains employed by the Company and no notice of termination of his employment has been given by Mr Barber or the Company on or prior to that date; and - the VWAP equals or exceeds \$0.0225 over any period of 20 consecutive trading days in the period up to and including that date.
Exercise price	Tranche 1 Options: \$0.0175 per Option Tranche 2 Options: \$0.02 per Option Tranche 3 Options: \$0.0225 per Option
Period to exercise Options	An Option may be exercised at any time from the date on which that Option vests until the date that is 5 years from its date of issue.
Manner of exercise of Options	Unless otherwise determined by the Board, Options may only be exercised in accordance with the Atomos Employee Incentive Plan Rules.
Manner of Satisfaction of Options	Options may be satisfied by way of allocation of Shares or cash payment in accordance with the Atomos Employee Incentive Plan Rules.
Lapse of Options	Any unexercised Options will lapse on the date which is 5 years from their date of issue.

Forfeiture of Options	The Options may be forfeited pursuant to the Atomos Employee Incentive Plan Rules.
Amendment of terms	The Atomos Employee Incentive Plan Rules provides the Board with discretion to at any time by resolution, amend the terms or conditions of any award granted under it. To the extent permitted by law, the Board may determine that the amendment will have retrospective effect. The Board may not exercise its powers to make an amendment which adversely affects the existing rights of the holder of the award without their consent, except where the Board considers said amendment as necessary or desirable to: • comply with or take into account of a change in applicable law, or any other legislation, exchange control, or other regulatory requirement governing or regulating the maintenance or operation of the Atomos Employee Incentive Plan, in any jurisdiction in which invitations under it have been made; • correct any manifest error or mistake; or • take into consideration possible adverse tax implications in respect of the Atomos Employee Incentive Plan arising from, amongst others, adverse rulings, changes to tax legislation or changes in the interpretation of tax legislation by a court of competent jurisdiction; or • enable a holder of an award to participate in or benefit from any transaction arising from or in connection with certain events listed in the Atomos Employee Incentive Plan Rules. Further, the Board may at any time waive in whole or in part any terms or conditions (including vesting conditions or exercise conditions) in relation to any awards granted under the Atomos Employee Incentive Plan.

- g. The issuing of Options will assist with aligning the interests of the Mr Barber with the interests of ordinary shareholders. In particular, the Options do not provide Mr Barber with the full benefits of share ownership (such as dividend and voting rights) unless and until they vest and are exercised. The Company believes that the grant of Options provides a cost-effective and efficient incentive as opposed to purely cash awards. The issuing of Options 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.
- h. The Company values the Options to be issued to Mr Barber at a total amount of \$200,000 Australian Dollars as follows based on the Black-Scholes methodology using a Share price of \$0.013, a time to maturity of 5 years, a risk-free interest rate of 4.28% and assumed volatility of 182.26% in the Company's share price (1 year):

i.

	Tranche 1 Options	Tranche 2 Options	Tranche 3 Options
Total Value	A\$66,666	A\$66,666	A\$66,666
Fair value per Option	\$0.012440	\$0.012400	\$0.012360
Exercise price per Option	\$0.0175	\$0.02	\$0.0225
Number of Options	5,359,003	5,376,290	5,393,689

- j. The Options are intended to be issued as soon as practicable following the AGM but in any event will be issued no later than three years after the date of the AGM.
- k. As the Options will be issued to Mr Barber for nil consideration, no funds will be raised from their issue. An exercise price is payable on exercise of any vested Options as set out above.
- l. A summary of the material terms of the Atomos Employee Incentive Plan is set out at Annexure 'A'.
- m. No loan is made in relation to the issue of the Options to Mr Barber.
- n. Details of any securities issued under the Atomos Employee Incentive Plan will be published in the Company's annual report 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 an issue of securities under the Atomos Employee Incentive 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 rule.
- o. A voting exclusion statement in relation to Resolution 6 is set out below.

Voting exclusion

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 Employee Incentive Plan or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 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 on Resolution 6 as proxy by Key Management Personnel or their Closely Related Parties. However, in accordance with the Corporations Act, such a person may vote on the Resolution if:

- the proxy is the Chair of the Meeting; and
- 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 Key Management Personnel of the Company.

Board Recommendation

The Directors (with Mr Barber abstaining because of his interest in the Resolution) unanimously 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.

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 2025.

"Auditor's Report" means the Auditor's Report for the Company for the financial year ended 30 June 2025.

"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 Friday, 14 November 2025 which accompanies this Explanatory Memorandum.

"Option" means an option to subscribe for 1 Share.

"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/s" means the Atomos Equity Incentive Plan and Atomos Employee Share and Option 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 2025.

"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.

"Special Resolution" means a Resolution that has been approved by at least 75% of the votes cast by members entitled to vote on the Resolution.

"VWAP" means in relation to Shares for a particular period, the volume weighted average price of trading in those Shares on the ASX market and the Chi-X market over that period.

Atomos Equity Incentive Plan

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

TERM	SUMMARY
Purpose	The purpose of the Plan is to give Eligible Executives the opportunity to participate in the growth and profits of the Company and to attract, motivate and retain the services of Eligible Executives to promote the long term success of the Company.
Eligibility	Under the EIP, the Board may determine which directors, senior management, employees or contractors of the Company and its related bodies corporate are eligible to participate (Eligible Executive). An Eligible Executive may nominate an individual or entity to be the legal holder of Eligible Executive's Awards, subject to approval by the Board. Any proposal to issue securities to Directors under the EIP 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 Executives in an invitation the number of Awards that the Eligible Executive is eligible for (or the formula for determining that number), the method of calculation of any exercise price, the period or periods in which Awards may be exercised, whether the Award will be automatically exercised or need to be manually exercised, the date and times when the Awards lapse, and any applicable Vesting Conditions. The terms and conditions in the Invitation will prevail to the extent of any inconsistency with the EIP.
Vesting Conditions	The vesting terms or performance hurdles for grants of Awards under the EIP will be decided by the Board (Vesting Conditions). Where appropriate, the Board may impose appropriate performance hurdles to encourage employees to focus on performance of the Company over the long term. The Board may waive Vesting Conditions. Upon satisfaction of the Vesting Conditions, the Company may issue a vesting notice. An Award will vest when that vesting notice is given or deemed to have been given to the Eligible Executive. 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 Executives who continue to be employed by the Company.
Cessation of Employment	In circumstances where an Eligible Executive 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 Awards 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 Executive to retain the benefits.
Exercise Price	The Board may grant share options under the EIP. If elected, the exercise price of any share options granted under the EIP is at the absolute discretion of the Board and the Board will determine the exercise price from time to time. The Board may permit cashless exercise based on the market value at the time of exercise.
Delivery of Shares	Following vesting of an Award, the Eligible Executive will be entitled to delivery of a Share upon exercise of the Award. 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 Executive on exercise of an Award will rank equally with all other issued Shares.
Disposal Restrictions	The Board may require that any Shares delivered to an Eligible Executive on exercise of an Award 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	If there is a Change of Control prior to an Award becoming vested, and the Board does not exercise a discretion pursuant to Clause 9.1(a), all of the Participant's unvested Awards will lapse. If a company (Acquiring Company) obtains control of the Company as a result of: (a) a Takeover Bid;

	(b) a proposed scheme of arrangement between the Company and its members; (c) a selective capital reduction; or (d) another corporate action, and the Company, the Acquiring Company and the Participant agree, a Participant may, upon vesting of Vesting Awards or exercise of Exercisable Awards be provided with shares of the Acquiring Company or its parent in lieu of Shares, on substantially the same terms and subject to substantially the same conditions as the Shares, but with appropriate adjustments to the number and kind of shares subject to the Awards.
Forfeiture	The Board, acting reasonably, may determine that all unvested and vested options and/or performance rights (as the case may be) held by an Eligible Executive will automatically lapse. The Board may exercise this power where forfeiture conditions apply to an invitation and those forfeiture conditions are met. Additionally, the Board may exercise this power where, in its reasonable opinion, an Eligible Executive acts fraudulently or dishonestly or wilfully breaches his or her duties to the Company.
Transferability	Awards granted under the EIP are generally not transferable. An Award invitation may contain disposal restrictions for a specified period of time.
Dividend and voting rights	Awards granted under the EIP 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 Awards to which an Eligible Executive 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 Executive is not to be materially disadvantaged.
Board discretion	Under the terms of the EIP, the Board has absolute discretion to determine the exercise price, the expiry date and vesting conditions of any grants made under the EIP, without the requirement for further Shareholder approval (subject to ASX Listing Rules).



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 10:00am (AEDT) on Wednesday, 12 November 2025.**

🖨 TO APPOINT A PROXY ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/amsagm2025>

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:

- 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.
- 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 **10:00am (AEDT) on Wednesday, 12 November 2025.** 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/amsagm2025>
- 📠 **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 Level 15, 25 Bligh Street, Sydney NSW 2000 on Friday, 14 November 2025 at 10:00am (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.
The Chair of the Meeting is 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 & 6, I/we expressly authorise the Chair of
the Meeting to exercise my/our proxy in respect of these Item even though Resolution 1 & 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 Resolution 1 & 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.

Table with 3 columns: Resolution, For, Against, Abstain*. Rows include Adoption of the Remuneration Report, Re-election of Mr James Joughin Director, Approval of 10% Placement Capacity under ASX Listing Rule 7.1A (Special Resolution), Approval of Atomos Employee Incentive Plan Rules, Ratification of prior issue of Options under the Atomos Employee Incentive Plan, and Issue of Options to Peter Barber under the Atomos Employee Incentive Plan.

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



15 October 2025

Dear Shareholder

Annual General Meeting – Friday, 14 November 2025

The Annual General Meeting of shareholders of Atomos Limited (**Company**) will be held at Level 15, 25 Bligh Street, Sydney NSW 2000.

at: **10.00 a.m.** (AEDT)

on: **Friday, 14 November 2025 (Meeting).**

In accordance with the Corporations Act 2001 the Company will not be dispatching physical copies of the Notice. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

This means that:

- You can access the Meeting Materials including the Annual Report online at the Company's website or at our share registry's website <https://www.investorserve.com.au/> by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials including the Annual Report has been posted to the Company's ASX Market announcements page.

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

If you are unable to access the Meeting Materials online please contact our share registry Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEST/AEDT) Monday to Friday, to arrange a copy.

A copy of your personalised proxy form is **enclosed** for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Meeting Materials.

How to submit your vote in advance of the meeting

To be valid, your proxy form (and any power of attorney under which it is signed) must be received by 10.00am (AEDT) on Wednesday, 12 November 2025. Any proxy form received after that time will not be valid for the scheduled meeting.

We look forward to your participation at the Meeting and thank you for your continued support.

Yours sincerely

Natalie Climo

Company Secretary