

ATOMO DIAGNOSTICS LIMITED
ACN 142 925 684

NOTICE OF 2020 ANNUAL GENERAL MEETING

Notice is given that the 2020 Annual General Meeting of the Shareholders of Atomo Diagnostics Limited (**Atomo** or the **Company**) will be held on **Wednesday, 4 November 2020** at **10.00am** (Sydney time) at Level 2, 701-703 Parramatta Road, Leichhardt, New South Wales, 2040 Australia (**AGM** or **Meeting**).

Shareholders will be able to view the AGM live as well as vote and ask questions during the meeting by joining the webcast of the AGM using the following link: <https://agmlive.link/AT120>.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Voting Form are part of this Notice of Meeting.

A. RECEIPT OF FINANCIAL REPORT

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2020.

All shareholders can view the Company's 2020 Annual Report (which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2020) on the Company's website at: <https://investors.atomodiagnosics.com/investor-centre/?page=reporting-calendar>

B. ITEMS FOR APPROVAL

Resolution 1. Election of Director, John Keith

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

"That John Keith who was appointed by the Board on 2 December 2011 in accordance with clause 4.2(b) of the Company's former Constitution (which was replaced on 21 February 2020 pursuant to the shareholders' approval given at the general meeting held on 19 December 2019) and is eligible for election, is elected a Director of the Company."

Resolution 2. Appointment of Auditor

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

"That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, BDO Audit Pty Ltd having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of Atomo Diagnostics Limited."

Resolution 3. Remuneration Report

To consider and if thought fit, pass the following as a non-binding ordinary resolution of Atomo:

"That the Company's Remuneration Report for the financial year ended 30 June 2020, as set out in the Directors' Report, is adopted."

The Remuneration Report is contained in Atomo's 2020 Annual Report (available at: <https://investors.atomodiagnosics.com/investor-centre/?page=reporting-calendar>).

Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2020 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. the vote is cast by the Chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Act.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

C. QUESTIONS AND COMMENTS

The Chair will give Shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

By Order of the Board



Gillian Nairn
Company Secretary
2 October 2020

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of Atomo as at 7:00 pm (Sydney time) on **Monday, 2 November 2020** will be entitled to participate in and vote at the AGM as a Shareholder.

If more than one joint holder of shares participates in the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

How to Vote

If you are a Shareholder entitled to participate and vote at the AGM, you can vote your shares directly in one of the following ways:

- (i) by voting your shares online prior to the AGM at www.linkmarketservices.com.au using the details on the enclosed Voting Form;
- (ii) by completing Section A of the enclosed Voting Form and delivering the completed Voting Form to Atomo prior to the AGM in accordance with the lodgement instructions below;
- (iii) by completing Section B of the enclosed Voting Form to appoint a proxy or nominee to vote on your behalf during the AGM; or
- (iv) by joining the webcast and voting during the AGM.

Whilst you are entitled as a Shareholder, pursuant to the Company's Constitution, to attend the AGM and vote in person, due to COVID19 transmission risks, we strongly urge you to **not** attend in person and to participate in the AGM via the webcast accessible on the following link: <https://agmlive.link/AT120>.

Shareholders should complete their voting directions by selecting 'for' or 'against' the item on the Voting Form. Do not complete the 'abstain' box if you are voting directly as it will result in an invalid vote.

If no direction is given on an item or if Section A and Section B are both completed on the Voting Form, your vote may be passed to the Chair of the AGM as your proxy. The Chair of the AGM intends to vote all available undirected proxies in favour of each resolution.

Proxies

If you are a Shareholder entitled to participate and vote, you may appoint a proxy or proxies to participate and act on your behalf at the AGM. A proxy need not be a Shareholder and can be an individual or a body corporate.

If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) (**Act**) to exercise its powers as proxy at the AGM.

An appointment of proxy must be made by written notice to the Company that:

1. complies with section 250A(1) of the Act; or
2. is in a form and mode, and is signed or otherwise authenticated by the Shareholder in a manner, satisfactory to the Board.

If a Shareholder is entitled to cast two or more votes at the AGM, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with Rule 17.1 of the Company's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Undirected proxies

IMPORTANT: If you appoint the Chair of the AGM as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 3, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

Power of Attorney

If you are a Shareholder entitled to attend and vote, you may appoint an attorney to act on your behalf at the AGM. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by Atomo no later than 10.00am (Sydney time) on **Monday, 2 November 2020**, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should deliver to the Company prior to the AGM, a properly executed letter or other document confirming its authority to act as the company's representative.

Lodgement

The Company encourages you to register your voting instructions in one of the ways below:

- voting prior to the AGM by either voting online or by completing Section A of the enclosed Voting Form and returning the Voting Form to the Company in accordance with the lodgement instructions below; or
- appointing a proxy to participate and act on your behalf at the AGM by completing Section B of the Voting Form and returning the Voting Form to the Company in accordance with the lodgement instructions below; or
- by voting online during the AGM via the webcast accessible on the following link: <https://agmlive.link/AT120>

If you wish to vote prior to the AGM, to be effective, your online voting instructions or your Voting Form must be received by Atomo no later than 10.00am (Sydney time) on **Monday, 2 November 2020** by one of the following methods:

ONLINE

www.linkmarketservices.com.au

BY MAIL

Atomo Diagnostics Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

To be valid, a Voting Form must be received by Atomo in the manner stipulated above. The Company reserves the right to declare invalid any Voting Form not received in this manner.

Voting at the Meeting

It is intended that voting on the proposed resolution at the AGM will be conducted by a poll.

Questions from Shareholders

Shareholders are invited to submit questions relating to the business of the Company or any item of business at the AGM by using the online question facility.

Questions must be received no later than 5.00pm on Wednesday, 28 October 2020.

We may not be able to respond to each question individually. We will however endeavour to respond to as many as possible of the most frequently raised Shareholder questions.

Shareholders will also be able to ask questions during the AGM via the online AGM facilities.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared in relation to the business to be conducted at the AGM.

The purpose of this Explanatory Memorandum is to provide shareholders of Atomo (**Shareholders**) with information that is reasonably required by Shareholders to decide how to vote upon the resolutions being put forward at the AGM.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1, 2 and 3 are ordinary resolutions which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors of the Company.

RESOLUTION 1. ELECTION OF DIRECTOR, MR JOHN KEITH

John Keith was appointed as a non-executive Director of the Company on 2 December 2011 and in 2014 was appointed as Chairman of the Board. Mr Keith is also a member of both Atomo's Audit and Risk Committee and Nomination and Remuneration Committee.

Rule 20.7 of the Company's Constitution provides that the Company must hold an election of Directors at each annual general meeting of the Company. ASX Listing Rule 14.5 also requires that the Company hold an election of Directors at each annual general meeting and in addition, that at least one director stand for election or re-election at the annual general meeting.

As none of the Directors will have been in office for more than three annual general meetings or three years since Atomo's admission to ASX, no Director is required to retire and offer themselves for election at the AGM. As the longest serving Director, aside from the Managing Director who is exempt from the director rotation requirements in Atomo's Constitution, Mr Keith has volunteered to put himself forward for election at the 2020 AGM.

In accordance with Rule 20.8 of the Constitution, Mr Keith retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the election of Mr Keith then he will cease to be a Director at the conclusion of the Meeting.

The Board has considered whether Mr Keith holds any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council's Principles and Recommendations (4th edition) (**ASX Recommendations**). The Board considers that Mr Keith (if elected), will continue to be an independent Director.

Mr Keith is a Managing Director of BNP Paribas, establishing and leading its financial institutions coverage team. Prior to joining BNP Paribas in 2011, John held country management and senior business and coverage positions for Nomura Securities in Sydney and Hong Kong. His career comprises working with supranational, sovereign and institutional clients across all areas of investment and institutional banking. He has also served on the boards of ASIA Limited, Calliva Limited, Room to Read Australia Foundation and Ascham Foundation. John holds a Bachelor of Arts (Hons) majoring in Economic History from the Victoria University of Wellington, a Master of Applied Finance from Macquarie University and a Global Executive MBA from the University of Sydney.

The Board greatly values Mr Keith's skills, experience and past history with Atomo and the Board supports Mr Keith's election.

For the reasons set out above, the Directors, with Mr Keith abstaining, unanimously recommend Shareholders vote in favour of Resolution 1.

RESOLUTION 2. APPOINTMENT OF AUDITOR

BDO Audit Pty Ltd has held the office of auditor since 3 August 2020. Under section 327A(2) of the Corporations Act, BDO Audit Pty Ltd holds office until the Company's first AGM. Thereafter, section 327B(1)(a) of the Act requires Atomo to appoint an auditor at its first AGM.

BDO Audit Pty Ltd has given, and has not withdrawn, its consent to act as external auditor of BDO Audit Pty Ltd.

In accordance with section 328B(1) of the Act, notice in writing nominating BDO Audit Pty Ltd as auditor has been given to the Company by a shareholder. A copy of this notice is contained in Attachment A to this Notice.

The Directors unanimously recommend Shareholders vote in favour of Resolution 2.

RESOLUTION 3. REMUNERATION REPORT

Section 250R(2) of the Corporations Act 2001 (Cth) (the **Act**) requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Atomo's website at <https://investors.atomodiagnosics.com/investor-centre/?page=financial-reports>.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 3.

Attachment A
Notice of Nomination of Auditor – Atomo Diagnostics Limited

2 October 2020

The Company Secretary
Atomo Diagnostics Limited
Level 2, 701 – 703 Parramatta Road
Leichhardt NSW 2040


Dear Sir / Madam,

NOMINATION OF BDO AUDIT PTY LTD AS AUDITOR OF ATOMO DIAGNOSTICS LIMITED (ACN 142 925 684)

I, John Kelly, being a shareholder of Atomo Diagnostics Limited, nominate BDO Audit Pty Ltd for appointment as auditor of BDO Audit Pty Ltd at its 2020 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Memorandum for the 2020 Annual General Meeting of Atomo Diagnostics Limited as required by section 328B(3) of the Corporations Act 2001 (Cth).

Yours faithfully,



John Kelly
Shareholder