



ASX Announcement

27 September 2021

## Atomo's 2021 AGM

Atomo Diagnostics Limited (ASX:AT1) (**Atomo**) confirms that its 2021 Annual General Meeting will be held at **10.00am** on **Thursday, 28 October 2021**.

The AGM will be webcast live at: <https://agmlive.link/AT121>

A copy of the Notice of Meeting and Voting Form are attached.

Shareholders who have elected to receive electronic communications will receive an email today with a link to the Notice of Meeting and online voting platform. Shareholders who have not made such an election will receive a letter from Atomo by post, in the form attached, advising of the online location where the Notice of Meeting can be viewed and enclosing a Voting Form.

The Notice of Meeting and a Virtual Meeting Guide are also available on Atomo's website at: <https://investors.atomodiagnosics.com/investor-centre/?page=reporting-calendar>

For more information, please contact:

Jane Lowe  
IR Department  
[jane.lowe@irdepartment.com.au](mailto:jane.lowe@irdepartment.com.au)  
Phone: +61 411 117 774

John Kelly  
Atomo Diagnostics Limited  
[john.kelly@atomodiagnosics.com](mailto:john.kelly@atomodiagnosics.com)  
Phone: +61 401 922 279

*This announcement was authorised by John Kelly, Managing Director.*

### About Atomo

Atomo is an Australian medical device company supplying unique, integrated rapid diagnostic test (RDT) devices to the global diagnostic market. Atomo's patented devices simplify testing procedures and enhance usability for professional users and untrained self-testers. Atomo has supply agreements in place for tests targeting infectious diseases including COVID-19, HIV and viral vs bacterial differentiation.

See more at [www.atomodiagnosics.com](http://www.atomodiagnosics.com).



**ATOMO DIAGNOSTICS LIMITED**  
**ACN 142 925 684**

# **NOTICE OF 2021 ANNUAL GENERAL MEETING**

**Thursday, 28 October 2021**

The 2021 Annual General Meeting of Atomo Diagnostics Limited will be held **fully virtually** on **Thursday, 28 October 2021** at **10.00am** (Sydney time).

Atomo shareholders wishing to participate are encouraged to visit our website at <https://investors.atomodiagnosics.com/investor-centre/?page=reporting-calendar> for information on how to participate, including how to attend, vote and ask questions online.

27 September 2021

Dear Shareholder,

On behalf of the Board of Directors of Atomo Diagnostics Limited (**Atomo**), I am pleased to invite you to Atomo's fully virtual 2021 Annual General Meeting (**AGM**).

The AGM will be held on **Thursday, 28 October 2021** commencing at **10.00am** (Sydney time) and you can attend and participate in the meeting by using the following link: <https://agmlive.link/AT121>.

The Notice of Meeting sets out the business of the AGM and is available on Atomo's website at: <https://investors.atomodiagnosics.com/investor-centre/?page=reporting-calendar>. In addition to the formal items of business set out in the Notice of Meeting, I will give an address as Chair and John Kelly, Atomo's Managing Director and CEO, will provide a business update. You will be able to listen to our addresses and view the presentations via the live AGM webcast. Copies of the addresses and presentations will also be released on the ASX.

**Virtual attendance only.** As a result of the COVID-19 pandemic, the AGM will be held fully virtually. You cannot attend the AGM physically. A guide on how to use the online meeting facility is available on Atomo's website at: <https://investors.atomodiagnosics.com/investor-centre/?page=reporting-calendar>

**Voting before the AGM.** You may, and are encouraged to, enter your vote on the items of business ahead of the AGM by voting online or completing and returning the enclosed Voting Form no later than **10.00am** (Sydney time) on **Tuesday, 26 October 2021**. Details on how to do this are specified in the Notice of Meeting and the Voting Form.

**Questions and comments.** I encourage you to submit questions and comments online ahead of the AGM when you submit your votes. You will also have the ability to ask verbal questions during the webcast. Instructions on how to do this are set out in the online meeting guide available on Atomo's website.

We will endeavour to deal with any questions and comments received from shareholders as follows:

- questions relating to specific items of business (including any questions for the auditor) will be dealt with when that item of business is being considered during the AGM;
- questions and comments regarding the management of Atomo will be dealt with following my Chair address and the Managing Director's presentation; and
- questions that fall outside of the above areas and are appropriate will, if possible, be addressed during the AGM or be forwarded to the appropriate staff member to address after the AGM.

I am eager for Atomo to be able to communicate with all shareholders by email and encourage you to please elect to receive electronic shareholder communications. You can do this by either entering your email address on the enclosed 'Communications Preference Form' and returning the Form in the prepaid envelope provided or logging into Link's Investor Centre and selecting 'Electronic Communications' under the 'Communications' tab.

If you have any questions, please contact Atomo's Company Secretary, Gillian Nairn, by email to: [gillian@dolmatoffnairn.com.au](mailto:gillian@dolmatoffnairn.com.au).

Thank you for your continued support of Atomo.

Kind regards,

**John Keith**  
Chair

## ITEMS OF BUSINESS

### Receipt of 2021 Annual Financial Report

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 2021.

### Resolutions

#### 1. Election of Director, Dr Curt LaBelle

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

*"That Dr Curt LaBelle who was appointed by the Board on 21 October 2016 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 being eligible, is re-elected a Director of the Company."*

**Board voting recommendation:** FOR

#### 2. Election of Director, Deborah Neff

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

*"That Deborah Neff who was appointed by the Board on 15 September 2021 in accordance with clause 20.3(a) of the Company's Constitution and being eligible, is re-elected a Director of the Company."*

**Board voting recommendation:** FOR

#### 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 2021, as set out in the Directors' Report, is adopted."*

Note that in accordance with Section 250R(3) of the Corporations Act 2001 (Cth), the vote on this item is advisory only and does not bind the Directors or Atomo.

**Board voting recommendation:** The Directors abstain from making a recommendation in the interests of good corporate governance.

#### 4. Issue of Options to Managing Director & CEO

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

*"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 333,333 unquoted options to John Kelly under the Atomo Employee Option Plan on the terms described in the Explanatory Notes which forms part of the Notice of Meeting, is approved."*

**Board voting recommendation:** FOR

The **Explanatory Notes** accompanying this Notice of Meeting provide additional information regarding the above items of business and form part of this Notice of Meeting.

## IMPORTANT INFORMATION - PARTICIPATION AND VOTING

### Determining if you are eligible to vote and participate at the AGM

Investor	Eligibility
Shareholder	In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), registered holders of shares of Atomo as at <b>7.00pm</b> (Sydney time) on <b>Tuesday, 26 October 2021</b> will be entitled to participate in and vote at the AGM.
Joint holder	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.
Option holders	Not eligible to vote.

### How you can vote

If you are entitled to participate in and vote at the AGM, you can vote your shares in one of the following ways. Atomo reserves the right to declare a Voting and Proxy Form invalid if it is not received in either of these ways.

Shareholders are encouraged to call Atomo's share registry, Link Market Services (**Link**), if you have any questions regarding submitting your votes, by phoning 1300 554 474 (within Australia) or +61 1300 554 474 (Overseas).

Voting Option	Details	Steps
<b>ONLINE</b> , prior to the AGM	You may vote your shares online prior to the AGM.	Go to: <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a>  To be effective, your votes must be received by Atomo no later than <b>10.00am</b> (Sydney time) on <b>Tuesday, 26 October 2021</b> .
<b>BY POST OR FAX</b> , prior to the AGM	<p><u>Direct Vote</u> Shareholders may complete Section A of the enclosed <b>Voting and Proxy Form</b> and deliver it to Atomo prior to the AGM.</p> <p>Shareholders should complete their voting directions by selecting 'FOR' or 'AGAINST' or 'ABSTAIN' for each resolution on the Voting and Proxy Form.</p> <p><u>Appoint a Proxy or Nominee</u> Alternatively, Shareholders may appoint a proxy or proxies to vote and act on your behalf at the AGM. A proxy need not be a Shareholder and can be an individual or a body corporate.</p> <p>You may appoint one or two proxies (but no more). If two proxies are appointed, you may specify the proportion or number of the votes each proxy is appointed to exercise. In accordance with Rule 17.1(b) of</p>	<p>Completed Voting and Proxy Forms may be <b>posted</b> to:</p> <p style="padding-left: 40px;">Atomo Diagnostics Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia</p> <p>Alternatively, completed Voting and Proxy Forms may be <b>faxed</b> to:</p> <p style="padding-left: 40px;">+61 2 9287 0309</p> <p>To be effective, your completed Voting and Proxy Form must be received by Atomo no later than <b>10.00am</b> (Sydney time) on <b>Tuesday, 26 October 2021</b>.</p>

Voting Option	Details	Steps
	<p>Atomo's Constitution, if a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of those votes.</p> <p>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 items 3 or 4, 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 Key Management Personnel.</p> <p>To appoint a proxy, Shareholders should complete Section B of the enclosed <b>Voting and Proxy Form</b>.</p> <p>If no direction is given on an item or if Section A and Section B are both completed on the Voting and Proxy Form, your vote may be passed to the Chair of the AGM as your proxy. The Chair will vote in accordance with the voting intentions stated below.</p>	
<p><b>ATTENDING THE MEETING - Virtually</b></p>	<p>You may vote during the AGM by attending the AGM virtually. You can do this by logging into the online facility at <a href="https://agmlive.link/AT121">https://agmlive.link/AT121</a>, where you will be able to register and vote online, in real time, at the AGM.</p> <p>You should ensure that you have access to a laptop, computer, tablet or mobile device and be connected to internet to use the virtual AGM facility.</p>	<p>Registration for the online facility will commence from <b>9.30am on Thursday, 28 October 2021</b>.</p> <p><u>Shareholders</u> When you log into the online platform <a href="https://agmlive.link/AT121">https://agmlive.link/AT121</a>, you will be required to register as a Shareholder or proxy holder and will be able to vote your shares or the shares you represent as proxy. If you are a Shareholder, you will need to provide your Shareholder number and the postcode for your shareholding to register to vote once you have logged in.</p> <p>If you need assistance locating your Shareholder number, please contact Link on 1800 990 363.</p> <p><u>Proxy holders</u> A proxy who is attending the virtual meeting will need a proxy number, issued by Link, to register to vote once logged in. The share registry, Link, will endeavour to provide confirmation of the proxy number to nominated proxy holders to the registered email address of the appointing</p>

Voting Option	Details	Steps
		<p>Shareholder the day prior to the AGM and following lodgement of the proxy appointment.</p> <p><b><i>If you experience any technical difficulties during the AGM, please contact Link by phoning: 1800 990 363.</i></b></p> <p>More information on how to use the online facility is available in the Guide which is available on Atomo's website at:  <a href="https://investors.atomodiagnosics.com/investor-centre/?page=reporting-calendar">https://investors.atomodiagnosics.com/investor-centre/?page=reporting-calendar</a>.</p>

### Power of attorney

If you 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's share registry no later than **10.00am** (Sydney time) on **Tuesday, 26 October 2021**.

### Corporate representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers at the AGM. The representative should deliver to Atomo, prior to the AGM, a properly executed letter or other document confirming its authority to act as the company's representative.

### Voting intentions and exclusions

Voting exclusions apply to items 3 and 4 as set out in this Notice of Meeting. The Chair of the AGM intends to vote all available proxies in favour of ('FOR') items 3 and 4.

Voting on each of the proposed resolutions at the AGM will be conducted by a poll.

### Key management personnel

Under the Corporations Act 2001 (Cth), voting restrictions apply to Atomo's key management personnel (**KMP**) and their closely related parties in relation to Items 3 and 4. KMP are those persons having authority and responsibility for planning, directing and controlling the activities of Atomo, directly or indirectly, including any director (whether executive or otherwise) of Atomo

The term "**closely related party**" in relation to a member of KMP includes a spouse, child (including a spouse's child), dependents, and certain other close family members, as well as any companies the KMP controls. Please refer to the Explanatory Notes for more detail. If you intend to appoint a member of the KMP (other than the Chair of the meeting) or one of their closely related parties as your proxy or nominee, please ensure that you direct them on how to vote on Items 3 and 4, otherwise they may not be able to cast a vote as your proxy or nominee on this item.

### How you can ask questions and make comments

Shareholders are invited to submit questions and make comments relating to the business of Atomo or any item of business at the AGM using any of the following methods:

Option	Details	Steps
<b>ONLINE</b> , prior to the AGM	You may submit questions and comments online prior to the AGM.	<p>Go to: <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a></p> <p>Questions and comments must be received by Atomo no later than <b>5.00pm</b> (Sydney time) on <b>Thursday, 21 October 2021</b>.</p>

Option	Details	Steps
<b>ATTENDING THE MEETING - Virtually</b>	<p>Shareholders who join the AGM virtually will be able to ask questions during the AGM.</p> <p>You may ask questions by typing your question into the relevant area.</p> <p>You may also ask questions verbally (rather than in writing) if this is your preferred choice.</p>	<p>Registration for the online facility will commence from <b>9.30am on Thursday, 28 October 2021</b>.</p> <p>When you log into the online platform at: <a href="https://agmlive.link/AT121">https://agmlive.link/AT121</a>, you will be able to ask questions by clicking the box on the screen and typing in your question.</p> <p><b><i>If you experience any technical difficulties during the AGM, please contact Link by phoning: 1800 990 363.</i></b></p> <p>More information on how to use the online facility is available in the Guide which is available on Atomo's website at: <a href="https://investors.atomodiagnosics.com/investor-centre/?page=reporting-calendar">https://investors.atomodiagnosics.com/investor-centre/?page=reporting-calendar</a>.</p>

Whilst we may not be able to respond to each question individually, we will endeavour to respond to as many as possible of the most frequently raised Shareholder questions received, as follows:

- Questions and comments received both prior to and during the AGM relating to specific items of business, including any questions for the auditor, will be dealt with when that item of business is being considered during the AGM;
- Questions and comments received prior to and during the AGM regarding the general management of Atomo will be dealt with following the Chair address and the Managing Director's presentation; and
- Questions and comments that fall outside of the above areas and are appropriate will, if possible, be addressed during the AGM or be forwarded to the appropriate staff member to address after the AGM.

By Order of the Board

Gillian Nairn  
Company Secretary  
27 September 2021



## EXPLANATORY NOTES

These Explanatory Notes have been prepared in relation to the items of business to be conducted at the AGM.

The purpose of these Explanatory Notes 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.

Items 1, 2 and 4 are ordinary resolutions which require a simple majority of votes cast by Shareholders entitled to vote on the item. Item 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

### Receipt of 2021 Annual Financial Report

This item of business provides a reasonable opportunity for shareholders to comment on and ask questions on the financial statements and reports for the financial year ended 30 June 2021 and on the business, operations and management of Atomo. There will also be an opportunity to ask questions of the Company's auditor.

All shareholders can view the Company's 2021 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 2021) on the Company's website at: <https://investors.atomodiagnosics.com/investor-centre/?page=reporting-calendar>.

Shareholders who have previously elected to receive a hard copy of the Company's Annual Report will receive it in the mail.

### Resolution 1 Election of Director, Dr Curt LaBelle

Dr Curt LaBelle has served as a Non-Executive Director of Atomo since October 2016.

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. Dr LaBelle has volunteered to put himself forward for election at the 2021 AGM.

In accordance with Rule 20.8 of the Constitution, Dr LaBelle 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 Dr LaBelle then he will cease to be a Director at the conclusion of the Meeting.

As Dr LaBelle is President at GHIF, a substantial shareholder of Atomo, the Board has classified Dr LaBelle as not being independent.

Dr LaBelle has been actively involved in the healthcare industry for 20 years, both operationally and an investor. Dr LaBelle is the Managing Director at the Global Health Investment Fund (GHIF), a social impact investment fund, which manages approximately US\$108 million backed by the Gates Foundation, JP Morgan and others. Dr LaBelle also serves as a director on the boards of Alydia Health, Atticus Medical and Eyenovia Inc (Nasdaq: EYEN). Prior to joining GHIF, Dr LaBelle was Managing Director at Tullis Health Investors and Vice President at Investor Growth Capital. Dr LaBelle also served as chair on the boards of Exagen Inc. (Nasdaq: XGN) and Impulse Monitoring (acquired by Nuvasive) and as a director on the boards of Sirion Therapeutics, SafeOp Surgical (acquired by AlphaTec) and KAI Pharmaceuticals (acquired by Amgen).

Dr LaBelle holds a Bachelor of Economics from Brigham Young University, and both MD and MBA degrees from Columbia University.

Dr LaBelle is a member of Atomo's Audit and Risk Committee.

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

**Board voting recommendation:** The Board, with Dr LaBelle abstaining, unanimously recommends Shareholders vote **FOR** this item.

## **Resolution 2 Election of Director, Deborah Neff**

Deborah Neff was appointed as a Non-Executive Director of Atomo on 15 September 2021 and is considered by the Board to be independent.

Rule 20.3 of the Company's Constitution provides that the Board may appoint a person to be a director at any time. Rule 20.3(b) requires that any director so appointed automatically retires at the next annual general meeting and is eligible for re-election. Accordingly, Ms Neff retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

Background checks were conducted prior to Ms Neff's appointment which did not raise any adverse findings.

If shareholders do not approve the re-election of Ms Neff, she will cease to be a Director at the conclusion of the AGM.

Ms Neff is a veteran of the life sciences industry with experience in building market-leading global businesses and product commercialisation. Currently she is advising several early-stage companies developing innovative technology to improve patient care. Most recently, she was the CEO of Evanostics, LLC, a development stage company focused on systems for applications in point-of-care diagnostic testing in forensic and clinical toxicology. Prior to that, Ms Neff was the Chief Operating Officer at Complete Genomics Inc., a life sciences company in whole genome and exome sequencing. Ms Neff continues as the principal of a privately held consulting company, DJN Consulting, LLC. that she formed in 2013.

Prior to Complete Genomics, Ms Neff served as the Chief Operating Officer of Pathwork Diagnostics, Inc. and previously as CEO of Predicant Biosciences Inc. Deborah served as the global president of BD Biosciences, a major business segment of Becton Dickinson and Company (BD) until 2003. Her work experience at BD Biosciences over 15 years included various management positions including general manager, vice president and director of several business areas.

Ms Neff's work in life sciences has included the areas of cancer diagnostics, immunocytometry and genomics, established a certified clinical laboratory, guiding a molecular diagnostic test through the FDA clearance process, securing reimbursement pathways, and building commercial pipelines.

Ms Neff served as a board member and executive management advisor for Galt Inc. and Vortex Biosciences Inc, and served on the board of BioRad, Inc. She is a former board member of Advanced Medical Optics, Inc. and ForteBio Corporation Inc., boards, which were acquired by Abbott Laboratories and Pall Corporation respectively. Ms Neff is an Executive Trustee of the UC Davis Foundation Board and Chairs the Global Campaign Leadership Committee. She also chairs the College of Biological Sciences Dean's Leadership Council at the University. Ms Neff earned a B.S. in Physiology from UC Davis in 1976 and completed executive programs in marketing, finance, operations, and management at UCLA, Wharton, Stanford, and Harvard business schools.

The Board greatly values the skills and experience that Ms Neff will bring to the Board and supports Ms Neff's re-election.

**Board voting recommendation:** The Board, with Ms Neff abstaining, unanimously recommends Shareholders vote **FOR** this item.

### Resolution 3 Remuneration Report

Section 250R(2) of the Corporations Act provides that at a listed company's AGM, a resolution that the Remuneration Report be adopted must be put to the vote.

Broadly, the Remuneration Report sets out information as it relates to Atomo's overall remuneration framework and remuneration paid to KMP during the financial year. This includes information such as:

- the Board's policy in relation to remuneration of the KMP;
- the relationship between the Board's policy and Company performance; and
- details of any performance conditions attached to KMP remuneration.

Shareholders can view the full Remuneration Report in the 2021 Annual Financial 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 Chair of the AGM will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on the resolution is advisory only and does not bind the Directors or Atomo. However, the Board will take the outcome of the vote into consideration.

**Voting Exclusion:** A vote on this resolution must not be cast (in any capacity) by, or on behalf of, the following persons:

- a member of KMP whose remuneration details are included in the Remuneration Report; or
- a closely related party of such a KMP.

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

- the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for or against) on the resolution; or
- the vote is cast by the chair of the AGM and the appointment of the chair as proxy:
  - does not specify the way the proxy is to vote on the resolution; and
  - 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.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on this resolution 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 AGM where the proxy appointment expressly authorises the chair of the AGM to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

**Board voting recommendation:** The Directors abstain from making a recommendation on this resolution in the interests of good corporate governance.

### Resolution 4 Issue of Options to the Managing Director & CEO

Subject to shareholder approval, Atomo proposes to issue and allot 333,333 unquoted options (the **Issue**) under Atomo's Employee Option Plan (**Option Plan**) to John Kelly as part of Atomo's remuneration scheme to reward the diligent execution of the corporate strategy and to ensure retention of the key talent needed to deliver strategic outcome in the interest of shareholders.

The options will be exercisable at \$0.25 per option and expire on 14 April 2024 and are conditional upon John Kelly remaining employed by Atomo.

Listing Rule 10.14 provides that an ASX-listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- a director of the company (Listing Rule 10.14.1);
- an associate of a director of the company (Listing Rule 10.14.2); or
- a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders, unless it obtains the approval of its shareholders.

As Mr Kelly is Atomo's Managing Director, the Issue falls within Listing Rule 10.14.1 above and therefore requires the approval of Atomo's shareholders.

This resolution seeks the required shareholder approval to the Issue under and for the purposes of Listing Rule 10.14.

If this resolution is passed, Atomo will be able to proceed with the Issue and 333,333 unquoted options will be issued and allotted to Mr Kelly.

If this resolution is not passed, Atomo will not be able to proceed with the Issue and the Board may need to consider alternative remuneration arrangements in order to reward, incentivise and retain Mr Kelly.

ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by Atomo without approval of shareholder in any rolling twelve month period. However, Atomo is permitted to issue securities in excess of the 15% limit if those securities are issued in reliance on an exception to ASX Listing Rule 7.1 or the issue is approved by shareholders. ASX Listing Rule 7.2 details 17 exceptions to Listing Rule 7.1 Exception 14 is that the issue of securities is made with the approval of the holders of the entity's ordinary securities under Listing Rule 10.11 or 10.14.

This resolution, if passed, will provide approval for the purposes of Listing Rule 10.14 in relation to both the options and any shares issued on exercise of those options. In accordance with Exception 14 of ASX Listing Rule 7.2, if approval is given under Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

The following information is provided in accordance with ASX Listing Rule 10.15:

Listing Rule reference	Commentary
10.15.1	John Kelly is the person to be the recipient of the Issue.
10.15.2	John Kelly is Atomo's Managing Director and therefore the Issue falls within Listing Rule 10.14.1.
10.15.3	333,333 unquoted options are proposed to be issued and allotted to John Kelly.
10.15.4	<p>John Kelly's total remuneration package for the 2021 financial year comprises:</p> <ul style="list-style-type: none"> <li>• Fixed base salary of \$415,723 (including \$36,438 in superannuation and \$7,023 in long service leave);</li> <li>• Variable short term incentive (bonus) of \$84,000; and</li> <li>• A variable long term incentive of 333,333 unquoted options (the subject of this resolution)</li> </ul> <p>Further information regarding John Kelly's remuneration is set out in Atomo's 2021 Remuneration Report, contained in the 2021 Annual Report which is available on Atomo's website at: <a href="https://investors.atomodiagnosics.com/investor-centre/?page=financial-reports">https://investors.atomodiagnosics.com/investor-centre/?page=financial-reports</a></p>
10.15.5	The Company has previously issued 2,000,000 options to John Kelly under the Plan exercisable at \$0.25 per option as disclosed in the Company's Prospectus (IPO Options). The IPO Options were issued in three equal tranches vesting in 12 months, 24 months and 36 months respectively and include vesting conditions relating to satisfaction of KPIs. The IPO Options were issued at nil cost to John Kelly.

Listing Rule reference	Commentary
10.15.6	<p>The first tranche of these IPO options, 666,667 options lapsed as the KPIs applicable to the options were not satisfied with respect to the year ended 30 June 2021. The Managing Director continues to hold 1,333,333 of the IPO Options</p> <p>The unquoted options will be exercisable at \$0.25 per option and expire on 14 April 2024. The options do not carry voting rights.</p> <p>Options are not quoted on the ASX and carry no voting or dividend rights. Shares issued on exercise of the options will rank equally with ordinary shares on issue. Options are considered by the Board to be an appropriate equity security to issue under the Option Plan as the options assist with ensuring retention of the Managing Director and CEO who is needed to deliver strategic outcomes for the Company, in the interest of shareholders.</p> <p>In accordance with AASB 2 Share-Based Payments, the total fair value of the options is recognised as an expense over the vesting term of the options with a corresponding increase in equity. Where early exercise occurs, this cost is accelerated. The options are valued at \$29,220 (assuming an issue date of 28 October 2021).</p> <p>Atomo has not obtained an independent valuation of the options. Options are valued using the Black Scholes methodology and are disclosed in the Company's annual reports.</p>
10.15.7	The options will be issued to John Kelly on or about the date of the AGM, but in any event no later than 3 years after the date of the Meeting.
10.15.8	The issue price of the options is nil.
10.15.9	A summary of the material terms of the Option Plan are provided in Annexure A. The Option Plan has not been amended to that as set out in the Company's IPO Prospectus dated 31 March 2020.
10.15.10	No loan will be made to John Kelly in relation to the acquisition of the options.
10.15.11	<p>Details of any securities issued under the Option Plan will be published in the annual report of Atomo relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolution 4 is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.</p>
10.15.12	A voting exclusion statement is set out below.

**Voting Exclusion:** As required pursuant to ASX Listing Rule 14.11, the Company will disregard any votes cast 'FOR' this resolution by or on behalf of:

- a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Atomo Employee Option Plan; or
- an associate of any of those persons.

However, this does not apply to a vote cast 'FOR' this resolution by:

- a person as 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

- 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 of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Act, a vote must not be cast on this resolution 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.

**Board voting recommendation:** The Board, with John Kelly abstaining, unanimously recommends Shareholders vote **FOR** this item.

## Annexure A Summary of the Material Terms of Atomo's Employee Option Plan

Term	Description
Eligible participants	<p>Eligible participants include natural persons who are a:</p> <ul style="list-style-type: none"> <li>(a) permanent full time or permanent part-time employee; or</li> <li>(b) Director,</li> </ul> <p>of the Company or an Associated Company who the Board determines to be eligible to participate in the Option Plan (Eligible Option Participant).</p>
Plan Interests	<p>Eligible Option Participants will be provided with an opportunity to acquire a financial interest in the Company, which will align their interests more closely with shareholders and provide greater incentive for them to focus on the Company's longer-term goals.</p>
Quantum	<p>The number of Options offered to an Eligible Option Participant will be specified in the invitation made to that Eligible Option Participant.</p>
Terms and conditions	<p>The Board may from time to time invite an Eligible Option Participant to participate in the Option Plan. Invitations will be subject to such terms as the Board determines and will specify, amongst other things, the following:</p> <ul style="list-style-type: none"> <li>(a) any option fee that may be applicable;</li> <li>(b) the exercise price of the Options;</li> <li>(c) the duration of the Options, including the first and last exercise date of the Options; and</li> <li>(d) the time period for making an application to participate in the Option Plan;</li> </ul> <p>Following receipt by an Eligible Option Participant of an invitation as described above, the Eligible Option Participant may make an application by delivering to the Company a duly completed and executed application form within the closing time specified in the invitation or in accordance with any other procedure set out in the invitation. The Board may then decide to accept or reject the offer made by the Eligible Option Participant</p>
Restrictions	<p>An Option Participant must not assign, transfer, sell or grant a security interest or otherwise deal with an Option.</p> <p>An Option Participant may only exercise an Option in accordance with the terms of the Option Plan.</p> <p>If the Company offers shareholders other securities, the Board will determine whether the other securities are to be offered to Option Participants on the exercise of Options or whether any other equivalent securities, interest or rights will be offered to them if the other securities are not available, and the basis thereof, to the intent that on the exercise of Options the Option Participants will be treated whenever possible as if they were shareholders at the date that the Options are granted to the Option Participant.</p>
Amendments	<p>The Board may at any time amend the Option Plan or waive or amend the application of any of the rules under the Option Plan in relation to an Eligible Option Participant at any time and a change may be given retrospective effect. However, where any amendments will reduce any of the Option Participants' rights in respect of their Plan Shares, the Board must obtain the prior written consent of at least 75% of the Option Participants affected by the change unless the amendment is to correct a manifest error or for the purpose of complying with applicable laws or to take into consideration possible adverse tax implications to the Option Plan arising from changes to relevant tax guidance.</p>



Level 2, 701 – 703 Parramatta Road  
Leichhardt NSW 2040  
Australia

+61 2 9099 4750

[info@atomodiagnostics.com](mailto:info@atomodiagnostics.com)

27 September 2021

Dear Shareholder,

On behalf of the Board of Directors of Atomo Diagnostics Limited (**Atomo**), I am pleased to invite you to Atomo's fully virtual 2021 Annual General Meeting (**AGM**). The AGM will be held on **Thursday, 28 October 2021** commencing at **10.00am** (Sydney time) and you can attend and participate in the meeting by using the following link: <https://agmlive.link/AT121>.

The Notice of Meeting sets out the business of the AGM and is available on Atomo's website at: <https://investors.atomodiagnostics.com/investor-centre/?page=reporting-calendar>. In addition to the formal items of business set out in the Notice of Meeting, I will give an address as Chair and John Kelly, Atomo's Managing Director and CEO, will provide a business update. You will be able to listen to our addresses and view the presentations via the live AGM webcast. Copies of the addresses and presentations will also be released on the ASX.

**Virtual attendance only.** As a result of the COVID-19 pandemic, the AGM will be held fully virtually. You cannot attend the AGM physically. A guide on how to use the online meeting facility is available on Atomo's website at: <https://investors.atomodiagnostics.com/investor-centre/?page=reporting-calendar>

**Voting before the AGM.** You may, and are encouraged to, enter your vote on the items of business ahead of the AGM by voting online or completing and returning the enclosed Voting Form no later than **10.00am** (Sydney time) on **Tuesday, 26 October 2021**. Details on how to do this are specified in the Notice of Meeting and the Voting Form.

**Questions and comments.** I encourage you to submit questions and comments online ahead of the AGM when you submit your votes. You will also have the ability to ask verbal questions during the webcast. Instructions on how to do this are set out in the online meeting guide available on Atomo's website.

We will endeavour to deal with any questions and comments received from shareholders as follows:

- questions relating to specific items of business (including any questions for the auditor) will be dealt with when that item of business is being considered during the AGM;
- questions and comments regarding the management of Atomo will be dealt with following my Chair address and the Managing Director's presentation; and
- questions that fall outside of the above areas and are appropriate will, if possible, be addressed during the AGM or be forwarded to the appropriate staff member to address after the AGM.

I am eager for Atomo to be able to communicate with all shareholders by email and encourage you to please elect to receive electronic shareholder communications. You can do this by either entering your email address on the enclosed 'Communications Preference Form' and returning the Form in the prepaid envelope provided or logging into Link's Investor Centre and selecting 'Electronic Communications' under the 'Communications' tab.

If you have any questions, please contact Atomo's Company Secretary, Gillian Nairn, by email to: [gillian@dolmatoffnairn.com.au](mailto:gillian@dolmatoffnairn.com.au).

Thank you for your continued support of Atomo.


Kind regards,

**John Keith**  
Chair



## LODGE YOUR VOTE

 **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

 **BY HAND**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



X99999999999

## VOTING FORM

I/We being a member(s) of Atomo Diagnostics Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

### A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **10:00am on Thursday, 28 October 2021**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

### B APPOINT A PROXY

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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Thursday, 28 October 2021** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting. You can participate by logging in online at <https://agmlive.link/AT121> (refer to details in the Annual General Meeting Online Guide).

**Important for Resolution 3:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).


**The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.**

## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

### Resolutions

Resolutions	For	Against	Abstain*
1 Election of Director, Dr Curt LaBelle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director, Deborah Neff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Options to Managing Director & CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



## HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

The Chair's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 26 October 2021**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

#### ACCESS YOUR NOTICE OF ANNUAL GENERAL MEETING

To view or download the full **Notice of Meeting and Explanatory Memorandum** which sets out the Agenda (including details of all resolutions being put to the meeting) please visit the company's website. Per modifications of the Corporations Act 2001 and the Corporations Regulations 2001 under Corporations (Coronavirus Economic Response) Determination (no.1) 2020 ("Determination") no hard copy Notice of Meeting and Explanatory Memorandum has been included in this mailing, the Notice of Meeting for the purposes of this meeting has been given to those entitled to receive by use of one or more technologies.