



Catapult Group International Ltd
ACN 164 301 197

Corporate governance statement

This corporate governance statement sets out Catapult Group International Ltd's (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations.

This corporate governance statement is current as at 30 June 2017 and has been approved by the board of the Company (**Board**).

#	ASX Principles and Recommendations	Comply (Yes/No)	Recommendation/Action
1	Lay Solid Foundations for Management and Oversight		
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes Yes	The Board is responsible for the corporate governance of the Company. The Board has adopted a Board Charter which outlines the manner in which its powers and responsibilities will be exercised and discharged having regard to principles of good corporate governance and applicable laws. Pursuant to the Board Charter, the Board assumes responsibilities including the following: (a) protecting and enhancing the value of the assets of the Company; (b) providing leadership and setting strategies, directions and monitoring and reviewing against these strategic objectives; (c) reviewing and ratifying internal controls, codes of conduct and legal compliance; (d) reviewing the Company's financial statements and overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit; (e) approval and review of the operating budget and the strategic plan for the Company; (f) evaluating performance and determining the remuneration of the Chief Executive Officer (CEO) and Senior Management and the Company's remuneration framework generally;

			<ul style="list-style-type: none"> (g) ensuring the significant risks facing the Company have been identified and adequate control monitoring and reporting mechanisms are in place; (h) approval of transactions relating to acquisitions, divestments and capital expenditure above delegated authority limits; (i) approval of financial and dividend policy; (j) appointment of the CEO; (k) overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; (l) ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects Senior Management to operate; and (m) monitoring the effectiveness of the Company's governance practices. <p>1)</p> <p>The responsibilities of the Chair of the Board, the CEO, Company Secretary and Senior Management are all outlined in the Company's Board Charter.</p> <p>A copy of the Board Charter is available on the Company's website at the following URL: http://www.catapultsports.com/au/investors/corporate-governance/</p> <p>The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in Board discussions on a fully informed basis.</p> <p>The Company intends to regularly review the balance of responsibilities between the Board and management to ensure that the division of functions remains appropriate to the needs of the Company.</p>
1.2	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and (b) Provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	<p>Yes</p> <p>Yes</p>	<p>The Remuneration and Nomination Committee will identify and recommend Board member candidates to the Board. These recommendations will occur after considering the necessary and desirable competencies of new Board members, the range of and depth of skills and the diversity of the Board, and making appropriate checks regarding an individual being put forward.</p> <p>The Remuneration and Nomination Committee will also ensure that all material information in its possession relevant to a decision of whether to appoint or re-elect a director is made available to security holders.</p> <p>A copy of the charter of the Remuneration and Nomination Committee is available on the Company's website at the following URL: www.catapultsports.com/au/investors/corporate-governance/</p>

1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Directors are given letters of appointment and/or service agreements, and senior executives are given employment contracts prior to their engagement with the Company.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary was appointed by and is responsible to the Board through the Chairman. The Chairman and the Company Secretary co-ordinate the Board agenda.
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <ol style="list-style-type: none"> 1. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or 2. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. 	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Company has adopted a Diversity Policy which identifies gender diversity as a key area of focus for the Company. Gender diversity is integral to the Company's overall diversity strategy. Increasing the representation of women is one of the Company's ongoing priorities. Diversity related measurable objectives for the Company and its controlled entities will be reviewed on an annual basis. The Remuneration and Nomination Committee is responsible, on an annual basis, for developing a long-term plan to address diversity initiatives and measures.</p> <p>A copy of the Diversity Policy is available on the Company's website at the following URL: http://www.catapultsports.com/au/investors/corporate-governance</p> <p>The Company has adopted the following measurable objectives for the financial year ending 30 June 2018:</p> <ol style="list-style-type: none"> (a) to require the CEO and direct reports to provide a pool of diverse candidates from which to consider for all new roles, and for any replacement/vacant roles; (b) to have a remuneration practice that does not discriminate based on gender; and (c) to grow the number of female employees within Catapult, (together, the Measurable Objectives). <p>For the reporting period (being the financial year ended 30 June 2017), the Remuneration and Nomination Committee did not set measurable objectives regarding gender outcomes. However, it is noted that the current Diversity Policy states that the Company's measurable objectives must have regard to the following key metrics:</p> <ol style="list-style-type: none"> (a) representation by gender within each band within the Company, including key executives; and (b) salary comparison by gender and role level. <p>As at the end of the reporting period, the respective proportions of men and women in</p>

			<p>the following roles were as follows:</p> <table border="1"> <thead> <tr> <th></th> <th>Men</th> <th>Women</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>6</td> <td>0</td> </tr> <tr> <td>Senior executives</td> <td>8</td> <td>0</td> </tr> <tr> <td>Across the whole organisation</td> <td>240</td> <td>51</td> </tr> </tbody> </table>		Men	Women	Board	6	0	Senior executives	8	0	Across the whole organisation	240	51
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Senior executives	8	0													
Across the whole organisation	240	51													
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p> <p>Yes</p>	<p>The performance of the Board as a group and of individual Directors will be assessed each year for all future years. The Company adopted a 'Process for Evaluation of Performance Policy' which outlines the process of board evaluation and performance.</p> <p>A copy of the Company's 'Process for Evaluation of Performance' policy is available on the Company's website at the following URL: http://www.catapultsports.com/au/investors/corporate-governance</p> <p>The Company did undertake a formal performance appraisal during the reporting period.</p>												
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p> <p>Yes</p>	<p>The Board and CEO intend to regularly review the performance of its senior executives and address any issues that may emerge. In December 2014, the Company adopted the 'Process for Evaluation of Performance' policy which outlines the process of evaluating the performance of its senior executives and management.</p> <p>A copy of the Company's 'Process for Evaluation of Performance' policy is available on the Company's website at the following URL: http://www.catapultsports.com/au/investors/corporate-governance</p> <p>The Company did undertake a formal performance appraisal of its senior executives during the reporting period.</p>												
2	Structure the Board to Add Value														
	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, and disclose: 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the committee met throughout the period and 	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Company has a Remuneration and Nomination Committee which has three members being Dr Adir Shiffman (Executive Chairman), Mr James Orlando (Independent Non-Executive Director) and Mr Brent Scrimshaw (Independent Non-Executive Director). A majority of the members of the committee are independent directors as Mr Orlando and Mr Scrimshaw are considered independent. The chair of the committee is Mr Scrimshaw.</p> <p>A copy of the Remuneration and Nomination Committee Charter is available on the Company's website at the following URL: http://www.catapultsports.com/au/investors/corporate-governance</p> <p>During the reporting period, the Remuneration and Nomination Committee met 4 times.</p>												

	<p>the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>		
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No	<p>The Board strives to ensure that it is comprised of directors with a blend of skills, experience and attributes appropriate for the Company and its business. The Remuneration and Nomination Committee is responsible for preparing a board skills matrix.</p> <p>To date, the Remuneration and Nomination Committee has not considered that a board skills matrix is required given the stage of development of the business. However, the Remuneration and Nomination Committee will continue to consider whether it would be appropriate for the Company to adopt a board skills matrix as the Company continues to develop.</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>Yes</p> <p>No</p> <p>Yes</p>	<p>The Board has reviewed the position and associations of each of the six directors in office and has determined that only two are independent. These directors are Mr. James Orlando and Mr. Brent Scrimshaw. In making this determination the Board has had regard to the independence criteria in the ASX Principles and Recommendations, and other facts, information and circumstances that the Board considers relevant. The Board assesses the independence of new directors upon appointment and reviews their independence, and the independence of the other directors, as appropriate.</p> <p>Information with respect to potential issues of independence may be disclosed to the market but no formal policy exists to ensure such disclosure.</p> <p>The Company has disclosed the details of each director (including their length of service) in the 2017 Annual Report.</p>
2.4	A majority of the board of a listed entity should be independent directors.	No	The Board considers only Mr Orlando and Mr Scrimshaw to be independent directors of the Company.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	The Company's current Executive Chairman, Dr Adir Shiffman is not an independent director. The Board considers Mr Shiffman's role as Executive Chairman as being essential to the success of the Company in its current stage.

2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	Each new director of the Company will, upon appointment, participate in an induction program. This will include meeting with members of the existing Board, the Company Secretary, management and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements, and Board practices and procedures.
3	Act Ethically and Responsibly		
3.1	A listed entity should:		
	(a) have a code of conduct for its directors, senior executives and employees; and	Yes	The Board is committed to the establishment and maintenance of appropriate ethical standards in order to instil confidence in both clients and the community in the way the Company conducts its business. These standards are encapsulated in the Code of Conduct which outlines how the Company expects each person who represents it to behave and conduct business. A copy of the Code of Conduct is available on the Company's website at the following URL: http://www.catapultsports.com/au/investors/corporate-governance
	(b) disclose that code or a summary of it.	Yes	
4	Safeguard Integrity in Corporate Reporting		
4.1	The board of a listed entity should:		
	(a) have an audit committee which:	Yes	The Company has a separately constituted Audit and Risk Committee which consists of three members being Mr Igor van de Griendt (Executive Director), Mr Calvin Ng (Non-Executive Director) and Mr James Orlando (Non-Executive Director). Only two members of the committee are non-executive directors and only Mr Orlando is considered independent. The chair of the committee is Mr Orlando. A copy of the Audit and Risk Committee Charter is available on the Company's website at the following URL: http://www.catapultsports.com/au/investors/corporate-governance The Company has disclosed the relevant qualifications and experience of the members of the committee in the 2017 Annual Report. During the reporting period, the Audit and Risk Committee met a total of 8 times.
	1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and	No	
	2. is chaired by an independent director, who is not the chair of the board,	Yes	
	and disclose:		
	3. the charter of the committee;	Yes	
	4. the relevant qualifications and experience of the members of the committee; and	Yes	
	5. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Yes	
	(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and		

	removal of the external auditor and the rotation of the audit engagement partner.		
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The Company has received a declaration from the CEO and CFO that, in their opinion, the financial records have been properly maintained and comply with the proper standards.
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	An external auditor will be present at the AGM and be available to answer questions from security holders relevant to the audit.
5	Make Timely and Balanced Disclosure		
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Yes Yes	The Company is committed to providing timely, complete and accurate disclosure of information to allow a fair, and well-informed market in its securities and compliance with the continuous disclosure requirements imposed by law including the Corporations Act and the ASX Listing Rules. A copy of the Company's Continuous Disclosure Policy is available at the following URL: http://www.catapultsports.com/au/investors/corporate-governance

6	Respect the Rights of Security Holders		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company provides information about itself and its governance to its investors via the website http://www.catapultsports.com/au/investors which contains all relevant information about the Company. The Company will regularly update the website and contents therein as deemed necessary.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company has an investor relations program in place to ensure effective two-way communication with investors.
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	The Company adopted a formal shareholders' communications policy. A copy of the Company's Shareholders' Communications Policy is available at the following URL: http://www.catapultsports.com/au/investors/corporate-governance
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company encourages shareholders to register for receipt of announcements and updates electronically.
7	Recognise and Manage Risk		
7.1	The board of a listed entity should:		
	(a) have a committee or committees to oversee risk, each of which:	Yes	The Company has a separately constituted Audit and Risk Committee which consists of three members being Mr Igor van de Griendt (Executive Director), Mr Calvin Ng (Non-Executive Director) and Mr James Orlando (Non-Executive Director). Only two members of the committee are non-executive directors and only Mr Orlando is considered independent. A copy of the Audit and Risk Committee Charter is available on the Company's website at the following URL: http://www.catapultsports.com/au/investors/corporate-governance The charter outlines the key areas of responsibility for the committee, outlining its responsibility for oversight over potential risks which affect the Company. In the 2017 financial year, the Audit and Risk Committee met a total of 8 times.
	1. has at least three members, a majority of whom are independent directors; and	No	
	2. is chaired by an independent director, and disclose:	Yes	
	3. the charter of the committee;	Yes	
	4. the members of the committee; and	Yes	
	5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Yes	
	(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.		

7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Yes</p> <p>Yes</p>	<p>The Board annually reviews and approves the risk framework of the Company.</p> <p>A copy of the Company's Risk Management Policy is available on the Company's website at the following URL: http://www.catapultsports.com/au/investors/corporate-governance</p> <p>The Company undertook a formal performance appraisal during the reporting period.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>No</p> <p>No</p>	<p>The Company does not have an internal audit function, and does not disclose the processes it uses to improve risk management. Nonetheless, it remains committed to effective management and the control of these factors.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Yes</p>	<p>All material exposure to economic, environmental and social sustainability risks will be announced to the market, in accordance with the requirements of the ASX listing rules and otherwise.</p>
8	Remunerate Fairly and Responsibly		
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, 3. and disclose 4. the charter of the committee; 5. the members of the committee; and 6. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Company has a Remuneration and Nomination Committee which has three members being Dr Adir Shiffman (Executive Chairman), Mr James Orlando I (Non-Executive Director) and Mr Brent Scrimshaw (Non-Executive Director). members of the committee are non-executive directors, and both Mr Orlando and Mr Scrimshaw are considered independent. The chair of the committee is Mr Brent Scrimshaw.</p> <p>A copy of the Remuneration and Nomination Committee Charter is available on the Company's website at the following URL: http://www.catapultsports.com/au/investors/corporate-governance</p> <p>During the reporting period, the Remuneration and Nomination Committee met 4 times.</p>

	senior executives and ensuring that such remuneration is appropriate and not excessive.		
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The Company disclosed its remuneration policy in the FY17 Annual Report.
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes Yes	The Company has a Securities Trading Policy that prohibits directors, offices and employees from entering into transactions or arrangements which limits the economic risk of participating in unvested entitlements under any equity based remuneration scheme. A copy of the Company's Securities Trading Policy is available on the Company's website at the following URL: http://www.catapultsports.com/au/investors/corporate-governance