



# CATAPULT

Play Smart. Defy Limits.

CATAPULT GROUP INTERNATIONAL LTD  
ACN 164 301 197

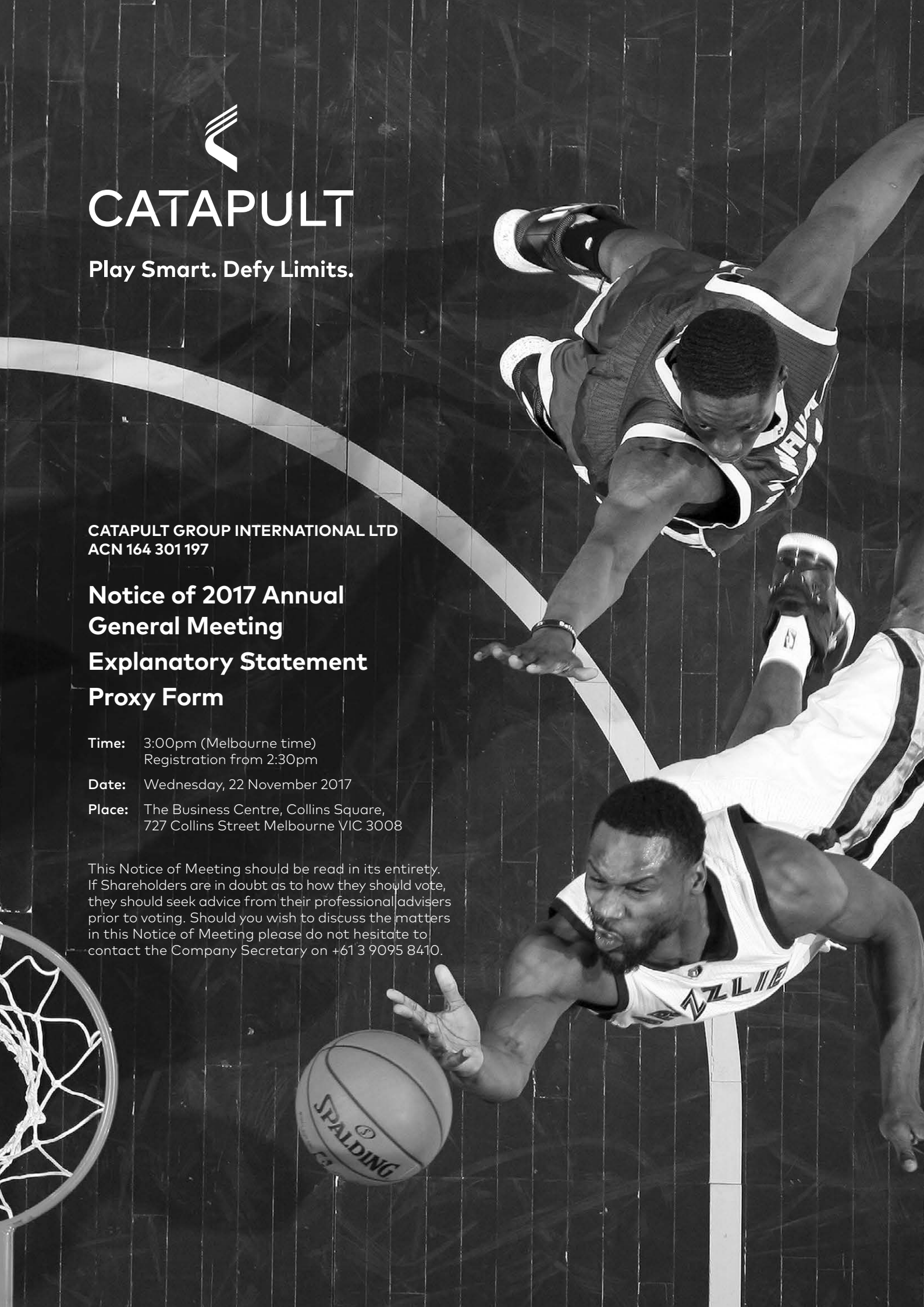
## Notice of 2017 Annual General Meeting Explanatory Statement Proxy Form

**Time:** 3:00pm (Melbourne time)  
Registration from 2:30pm

**Date:** Wednesday, 22 November 2017

**Place:** The Business Centre, Collins Square,  
727 Collins Street Melbourne VIC 3008

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 3 9095 8410.



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## Your vote is important

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The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### VOTING BY PROXY

Proxies may be lodged by using any of the following methods:

1. online by visiting [www.investorvote.com.au](http://www.investorvote.com.au); or
2. deliver a completed Proxy Form:
  - (a) by hand to:
 

Computershare Investor Services Pty Ltd  
"Yarra Falls", 452 Johnston Street,  
Abbotsford VIC 3067; or
  - (b) by post, using the pre-addressed envelope provided with this Notice to:
 

Computershare Investor Services Pty Ltd;  
GPO Box 242  
Melbourne VIC 3001; or
3. by facsimile to 1800 783 447 (within Australia), or +61 3 9473 2555 (outside Australia); or
4. for intermediary online subscribers only (custodians), submit your voting intentions via [www.intermediaryonline.com](http://www.intermediaryonline.com)

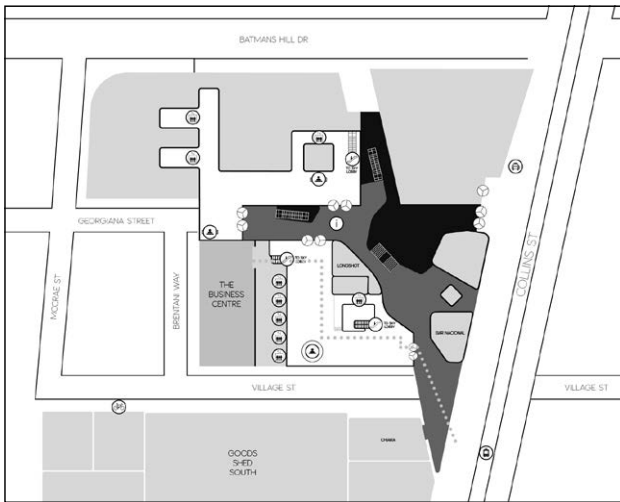
Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

# Venue

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:00pm (Melbourne time) on Wednesday, 22 November 2017 at:

The Business Centre, Collins Square,  
727 Collins Street Melbourne VIC 3008



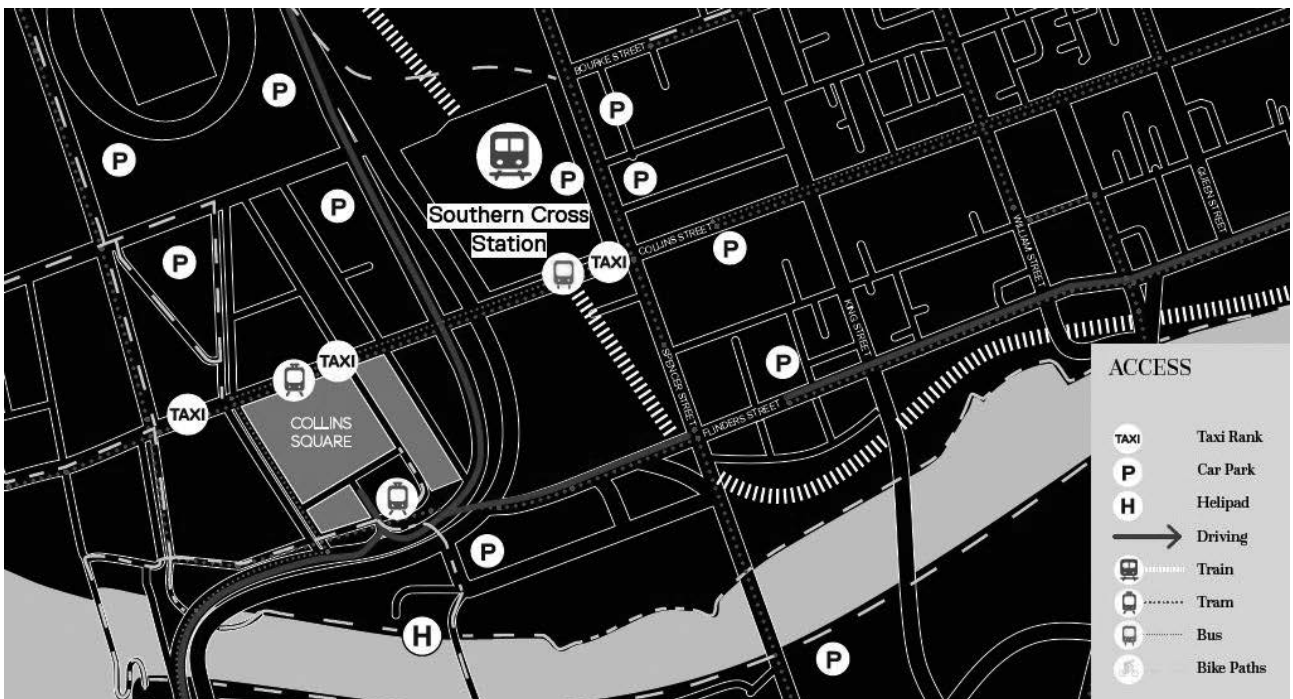
## The Business Centre

Access via Collins Street:

1. Walk under the bright yellow Dion Horstmans sculpture at the entry to Collins Square;
2. Enter through the revolving doors on your left marked as "Tower One and Two";
3. Walk straight through the Tower One and Two Lobby, turning right once you pass the Concierge Desk;
4. Continue towards the end of the lobby until you see the escalators on your left;
5. Take the escalator up one level;
6. Enter The Business Centre through the sliding doors straight ahead.

## Transport

Collins Square is located directly opposite tram stop D15-Batmans Hill Drive/Collins Street and there are additional tram stops on Flinders Street. Collins Square is just 200 metres from Southern Cross Station where you can access up to 15 different train lines and connections to all V/Line services.



# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Catapult Group International Ltd ACN 164 301 197 will be held at 3:00pm (Melbourne time) on Wednesday, 22 November 2017 at The Business Centre, Collins Square, 727 Collins Street Melbourne VIC 3008.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (Melbourne time) on 20 November 2017. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## AGENDA

### Ordinary business

#### *Financial statements and reports*

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2017 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."*

**Note:** This item of ordinary business is **for discussion only and is not a resolution**.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

## RESOLUTIONS

### Part A: remuneration report

#### 1. Resolution 1 – adoption of remuneration report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2017."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

## Part B: re-election of directors

### **Resolution 2 – re-election of Mr Shaun Holthouse as director**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That Shaun Holthouse, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company."*

### **Resolution 3 – re-election of Mr Igor van de Griendt as director**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That Igor van de Griendt, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company."*

## Part C: approval of employee incentive scheme

### **Resolution 4 – approval of employee incentive scheme**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.2 (exception 9) and for all other purposes, the Shareholders of the Company approve the adoption of the employee share plan (**Employee Plan**) as described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution 4 by:

- (a) the Directors of the Company, other than any Director who is ineligible to participate under the Employee Plan;
- (b) a person who is eligible to participate under the Employee Plan;
- (c) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (d) an associate of any person described in (a) – (c) (inclusive).

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## Part D: ratification of prior issue of equity securities

### **Resolution 5 – ratification of prior issue of equity securities**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of:*

- (a) 750,000 fully paid ordinary shares at an issue price of \$2.00 per Share, issued on 6 June 2017 (**Shortfall Securities**); and
- (b) 7,000,000 fully paid ordinary shares at an issue price of \$2.00 per Share, issued on 5 May 2017 (**Placement Securities**),

*and on terms and conditions all of which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."*

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## Notice of Annual General Meeting

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**Voting exclusion statement:** The Company will disregard any votes cast on Resolution 5 by:

- (a) a person who participated in the issues and received Shortfall Securities or Placement Securities;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Dated: 20 October 2017

By Order of the Board

**Markus Ziemer**  
Company Secretary



# Explanatory Statement

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 3:00pm (Melbourne time) on Wednesday, 22 November 2017 at the Business Centre, Collins Square, 727 Collins Street Melbourne VIC 3008.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional adviser.

Full details of the business to be considered at the Annual General Meeting are set out below.

## AGENDA

### Ordinary business

#### *Financial statements and reports*

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2017 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at [www.catapultsports.com/au/investors/asx-announcements/](http://www.catapultsports.com/au/investors/asx-announcements/).

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

## RESOLUTIONS

### Part A: remuneration report

#### *Resolution 1 – adoption of remuneration report*

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at [www.catapultsports.com/au/investors/asx-announcements](http://www.catapultsports.com/au/investors/asx-announcements).

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2018 Annual General Meeting (**2018 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2018 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2018 AGM. All of the Directors who were in office when the 2018 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

#### *Voting*

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

# Explanatory Statement

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## **Part B: re-election of directors**

### ***Resolution 2 – re-election of Shaun Holthouse***

The Company's Constitution requires that an election of Directors, other than a managing director, must be held each year.

Shaun Holthouse was elected as a Director of the Company on 4 September 2013 and has since served as a Director of the Company. Until April 2017 Mr Holthouse was managing director of the Company.

Under this Resolution, Shaun Holthouse seeks election at this AGM.

Mr Holthouse is a co-founder of Catapult and is currently the Head of Strategy and an Executive Director.

He has been responsible for creating and developing Catapult's business plan, sourcing seed funding, negotiating the technology licence and the subsequent purchase of Catapult's foundation technology from the Commonwealth Co-operative Research Centre (CRC).

Shaun managed early stage sales, established Catapult's early distribution network and has grown the Catapult team to more than 300 people across 9 offices worldwide. Prior to the appointment of Joe Powell as the Company's CEO in May 2017, Shaun oversaw Catapult's senior management team and its global operations, as well as the integration of XOS Digital and PLAYERTEK. Shaun current focus is the creation of a formal strategic function within the Company in the newly created role of Head of Strategy.

Prior to co-founding Catapult, Shaun was a Technology Development Manager for the CRC for microtechnology from 2002-2006, which included providing technical direction to more than 20 projects and with a budget of more than \$60 million. Shaun holds a Bachelor of Engineering (Hons) from the University of Melbourne.

### ***Directors' recommendation***

The Directors (excluding Shaun Holthouse) recommend that Shareholders vote for this Resolution.

### ***Resolution 3 – re-election of Igor van de Griendt***

The Company's Constitution requires that an election of Directors, other than a managing director, must be held each year.

Igor van de Griendt was elected as a Director of the Company on 4 September 2013 and has since served as a Director of the Company.

Under this Resolution, Igor van de Griendt seeks election at this AGM.

Mr van de Griendt is a co-founder, Chief Technology Officer (**CTO**) and an Executive Director of Catapult.

In his capacity as CTO, he has been responsible for providing strategic direction and leadership in the development of Catapult's products, both in the analytical space, as well as with respect to Catapult's various hardware offerings.

Igor also provides guidance and operational support to Catapult's R&D and software development teams.

Prior to co-founding Catapult, Igor was a Project Manager for the CRC for microtechnology which, in collaboration with the Australian Institute of Sport, developed a number of sensor platforms and technologies ultimately leading to the founding of Catapult.

Prior to joining the CRC for microtechnology, Igor was a director of a consulting business that provided engineering services for more than 13 years to technology companies such as Redflex Communications Systems (now part of Exelis, NYSE:XLS), Ceramic Fuel Cells (ASX:CFU), Ericsson Australia, NEC Australia and Telstra.

Igor holds a Bachelor of Electrical Engineering from Darling Downs Institute of Advanced Education (now University of Southern Queensland).

### ***Directors' recommendation***

The Directors (excluding Igor van de Griendt) recommend that Shareholders vote for this Resolution.



## **Part C: approval of employee incentive scheme**

### ***Resolution 4 – approval of employee incentive scheme***

This Resolution seeks Shareholder approval for the Company to adopt the Employee Plan in the same form as currently in place and adopted by the Company prior to its initial public offer. In accordance with the ASX Listing Rules the approval of the Employee Plan is required each three years.

The Employee Plan incorporates both broad based equity participation for eligible Australian employees as well as key executive incentive schemes.

### ***Background***

The Employee Plan was first described in the Company's prospectus for its initial public offer dated 24 November 2014.

Catapult established the Employee Plan to assist in the motivation, retention and reward of executives and employees. The Employee Plan is designed to align the interests of employees with the interests of Shareholders by providing an opportunity for eligible employees (including any person who is a full-time or permanent part-time employee or officer, or director of the Company or any related body corporate) to receive an equity interest in the Company through the granting of options, performance rights or other awards.

A copy of the Employee Plan is available at [www.catapultsports.com/investors](http://www.catapultsports.com/investors). Alternatively, a copy of the rules of the Employee Plan is available upon request from the Company.

Since its inception 11,633,488 options have been issued in accordance with the Employee Plan, of which 192,102 have been exercised and 2,177,103 have lapsed. In addition, 805,000 performance rights have been issued under the Employee Plan since its inception.

### ***Eligibility***

Eligibility to participate in the Employee Plan and the number of options, performance rights or other awards offered to each individual participant, will be determined by the Board.

### ***Grants***

Under the rules of the Employee Plan, options, performance rights and/or other awards may be offered or granted to eligible employees of the Company or any related body corporate from time to time, subject to the discretion of the Board.

### ***Terms and conditions***

The Board has the discretion to set the terms and conditions (including conditions in relation to vesting, disposal restrictions or forfeiture and any applicable exercise price) on which it will offer or grant options, performance rights or other awards under the Employee Plan and may set different terms and conditions which apply to different participants in the Employee Plan. The Board will determine the procedure for offering or granting options, performance rights and/or other awards (including the form, terms and content of any offer, invitation or acceptance procedure) in accordance with the rules of the Employee Plan.

### ***Vesting conditions***

Options and performance rights and other awards will vest and become exercisable to the extent that the applicable performance, service, or other vesting conditions specified at the time of the grant are satisfied (collectively, the Vesting Conditions). Vesting Conditions may include conditions relating to continuous employment or service, the individual performance of the participant and/or the Company's performance and the exercise price (if any) being less than the current market price of the underlying Share as at vesting.

Typically, the Vesting Conditions must be satisfied within a predetermined vesting period. Both the Vesting Conditions and the vesting period are set by the Board in its discretion, and may be waived by the Board in its discretion.

### ***Ranking of Shares***

Shares issued (including Shares issued upon exercise of options or performance rights granted) under the Employee Plan will rank equally in all respects with the other issued Shares.

# Explanatory Statement

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## ***Exercise of options, performance rights or other awards***

Subject to satisfaction of Vesting Conditions, a participant may exercise an option, performance right or other award by lodging an exercise notice with the Company and complying with any requirements under the Employee Plan.

## ***Voting and dividend rights of Shares where options, performance rights and other awards are vested but not exercised***

A participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on any Shares which, at the books closing date for determining entitlement to those dividends, are standing to the account of the participant. A participant may exercise any voting rights attaching to Shares registered in the participant's name.

## ***Issue or acquisition of Shares***

The Company may, in its discretion, issue new Shares or cause existing Shares to be acquired or transferred to the participant, or a combination of both alternatives, to satisfy the Company's obligations under the Employee Plan.

If the Company determines to cause the transfer of Shares to a participant, the Shares may be acquired in such manner as the Company considers appropriate, including from a trustee appointed under the Employee Plan.

## ***Appointment of Employee Plan Trustee***

Pursuant to the Employee Plan, Catapult has appointed AET Structured Finance Services Pty Ltd ACN 106 424 088 (Employee Plan Trustee) to acquire and hold Shares on behalf of participants and for the purposes of the Employee Plan. The Company may give directions to the Employee Plan Trustee as contemplated in the trust deed or if in connection with any award.

The Employee Plan Trustee currently holds approximately 3.6 million Shares on behalf of participants and for the purposes of the Employee Plan.

## ***Expiry of options, performance rights and other awards***

Options, performance rights and other awards which have not been exercised will expire if the applicable Vesting Conditions and any other conditions to exercise are not met during the prescribed vesting period or if they are not exercised before the applicable expiry date. In addition, options, performance rights and other awards will lapse if the participant deals with the options, performance rights or other awards in breach of the rules of the Employee Plan or in the opinion of the Directors, a participant has acted fraudulently or with gross misconduct.

## ***Quotation***

Options, performance rights and other awards will not be quoted on ASX. The Company will apply for official quotation of any Shares allotted under the Employee Plan, unless the Board resolves otherwise.

## ***Exercise price of awards***

The Board may in its absolute discretion determine that a participant is required to pay an exercise price to exercise the options, performance rights or other awards offered or granted to that participant.

## ***No hedging and no transfer***

Participants in the Employee Plan must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested awards.

## ***Dilution limit***

Subject to the rules of the Employee Plan, the Board must not offer options, performance rights or other awards if the total of the following exceeds 5% of the number of Shares on issue at the time of the offer:

- > the number of Shares which are the subject of the offer of awards;
- > the number of Shares which are the subject of any outstanding offers of awards;

- > the number of Shares issued during the previous 5 years under the Employee Plan, but not including existing Shares transferred to a participant after having been acquired for that purpose; and
- > the number of Shares which would be issued under all outstanding awards that have been granted but which have not yet been exercised, terminated or expired, assuming all such awards were exercised ignoring any Vesting Conditions,

but disregarding any offer made, or award offered or issued or Share issued by way or as a result of:

- > an offer that does not meet disclosure to investors because of section 708 or section 1012D of the Corporations Act;
- > an offer made pursuant to a disclosure document or product disclosure statement; or
- > other offers that are excluded from the disclosure requirements under the Corporations Act.

### **Restrictions**

The Board may impose restrictions on dealing in Shares or awards which are acquired under the Employee Plan, for example, by prohibiting them from being sold, transferred, mortgaged, pledged, charged or otherwise disposed of or encumbered for a period of time.

### **Settlement of Awards in cash**

If the Board determines that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue or transfer Shares, the Company may in lieu and final satisfaction of the Company's obligation to issue or transfer Shares as required upon the exercise of an award by a participant, make a cash payment to the participant equivalent to the fair market value of the awards.

### **Takeovers, changes of control and capital reconstructions**

Where there is a change of control of the Company, including where any person acquires a relevant interest in more than 50% of the Shares, or where the Board concludes that there has been a change in the control of the Company, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with. Where there is a takeover bid made for all of the Shares or a scheme of arrangement, selective capital reduction or other transaction is initiated which has a similar effect to a full takeover bid for Shares, then participants are entitled to accept into the takeover offer or participate in the other transaction in respect of all or part of their Awards notwithstanding any restriction period has not expired. Further, the Board may in its discretion waive unsatisfied Vesting Conditions in relation to some or all Awards in the event of such a takeover or other transaction.

### **Bonus issues and capital reorganisations**

If, prior to the exercise of an award, the Company makes a pro-rata bonus issue to Shareholders, and the award is not exercised prior to the record date in respect of the bonus issue, the award will, when exercised, entitle the participant to one Share plus the number of bonus shares which would have been issued to the participant if the award had been exercised prior to the record date. If the Company undergoes a capital reorganisation, then the terms of the awards for the participant will be changed to the extent necessary to comply with the ASX Listing Rules.

### **Other terms of the Employee Plan**

The Employee Plan also contains terms having regard to Australian law for dealing with the administration, variation and termination of the Employee Plan.

### **Directors' recommendation**

The Directors (excluding the Directors who are eligible to participate under the Employee Plan) recommend that Shareholders vote for this Resolution.

# Explanatory Statement

## Part D: ratification of prior issue of equity securities

### **Resolution 5 – ratification of prior issue of equity securities**

#### **Background to this resolution**

Resolution 5 proposes that Shareholders of the Company approve and ratify the issue and allotment of:

- (a) 750,000 fully paid ordinary shares at \$2.00 per Share, issued on 6 June 2017 (**Shortfall Securities**); and
- (b) 7,000,000 fully paid ordinary shares at \$2.00 per Share, issued on 5 May 2017 (**Placement Securities**).

#### **The Shortfall Securities**

The Shortfall Securities comprised a portion of the shortfall under the Company's share purchase plan and were placed to an institutional investor (as disclosed in the Company's share purchase plan offer booklet dated 8 May 2017) to raise a total of \$1.5 million.

#### **The Placement Securities**

The Placement Securities were issued pursuant to completion of a placement of Shares to raise a total of \$14 million (before costs) from institutional investors. Net proceeds from the placement were primarily used to fund two key acquisitions which are in line with the Company's strategic focus of expanding its range of products as it extends its global footprint in the elite performance technology market.

The joint lead managers to the placement were Morgans Corporate Limited and Bell Potter Securities Limited.

All of the Shortfall Securities and Placement Securities were completed utilising the Company's existing capacity under Listing Rule 7.1.

Listing Rule 7.1 allows the Board of an ASX listed entity to issue up to 15% of the Company's issued capital in any 12-month period without the approval of the Shareholders of the Company.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1, which provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rules 7.1.

The effect of approval of this Resolution 5 is to allow the Board of the Company to issue additional securities within the 15% limit under Listing Rule 7.1 instead of having to wait 12 months after the issue.

#### **Information required by ASX Listing Rule 7.5**

The following information in relation to the Shortfall Securities and Placement Securities is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued the following Shares:
  - (i) 750,000 Shortfall Securities; and
  - (ii) 7,000,000 Placement Securities.
- (b) The price the Shares were issued is as follows:
  - (i) the Shortfall Securities were issued at \$2.00 per Share; and
  - (ii) the Placement Securities were issued at \$2.00 per Share.
- (c) The securities had the following terms:
  - (i) the Shortfall Securities are fully paid ordinary shares which rank equally with all other Shares in the Company; and
  - (ii) the Placement Securities are fully paid ordinary shares which rank equally with all other Shares in the Company.

- (d) The securities were issued to the following persons:
- (i) The Shortfall Securities comprised a portion of the shortfall under the Company's share purchase plan and were placed to an institutional investor, as per the Company's discretion; and
  - (ii) the Placement Securities were issued to institutional investors who applied to participate in the Company's Placement to raise a total of \$14 million (before costs).
- (e) Funds raised from the issue of:
- (i) the Shortfall Securities; and
  - (ii) the Placement Securities,
- have been and will be used by the Company to fund two key acquisitions which are in line with the Company's strategic focus of expanding its range of products as it extends its global footprint in the elite performance technology market.

***Directors' recommendation***

The Directors recommend that Shareholders vote for this Resolution.

**ENQUIRIES**

Shareholders are asked to contact Mr Markus Ziemer, Company Secretary, on + 61 3 9095 8410 if they have any queries in respect of the matters set out in these documents.

# Glossary

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**Annual Financial Report** means the 2017 Annual Report to Shareholders for the period ended 30 June 2017 as lodged by the Company with ASX on 31 August 2017.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of Grant Thornton Audit Pty Ltd dated 31 August 2017 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Catapult Group International Ltd ACN 164 301 197.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** or "**\$**" means Australian dollars.

**Employee Plan** means the employee share plan, the subject of Resolution 4 of the Notice of Meeting.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**KMP** means key management personnel (including the Directors) who remuneration details are included in the Remuneration Report.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 20 October 2017 including the Explanatory Statement.

**Placement** means the Company's placement of Shares to institutional investors announced by the Company on 2 May 2017.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2018 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2018 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2018 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2018 AGM.

**VWAP** means the volume weighted average price, with respects to the price of Shares.

## Corporate Directory

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### SHAREHOLDER INFORMATION

#### Shareholder enquiries

Shareholders with queries should contact the Group's share registry, Computershare, on phone 1300 850 505 (investors within Australia), +61 (0)3 9415 4000 (investors) or fax +61 (0)3 9473 2500, or through its website ([www.computershare.com.au](http://www.computershare.com.au)) or write to:

Computershare Investor Services Pty Limited  
452 Johnston Street,  
Abbotsford, VIC, 3067

#### Securities exchange listing

The Group's shares are listed on the Australian Securities Exchange (ticker: CAT)

### General enquiries

*Company Secretary:*  
Markus Ziemer  
T47B Collins Square,  
727 Collins Street,  
Docklands, VIC, 3008  
*Telephone:* +61 (0)3 9095 8410

*The address and telephone of the Company's registered office is:*  
The Clocktower, 1 Aurora Lane,  
Docklands, Victoria, Australia  
*Telephone:* +61 (0)3 9095 8401

*The postal address is:*  
T47B Collins Square,  
727 Collins Street,  
Docklands, VIC, 3008


*Website:*  
[www.catapultsports.com](http://www.catapultsports.com)



SPALDING



**Lodge your vote:**

 **Online:**  
www.investorvote.com.au

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000



CAT  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Proxy Form**

**XX**



**Vote and view the annual report online**

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.




**Your access information that you will need to vote:**

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 3:00 pm (Melbourne time) Monday 20 November 2017**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Catapult Group International Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Catapult Group International Limited to be held at The Business Centre, Collins Square, 727 Collins Street, Melbourne VIC 3008 at 3:00 pm (Melbourne time) on Wednesday, 22 November 2017 and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Mr Shaun Holthouse as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mr Igor van de Griendt as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Approval of Employee Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Ratification of Prior Issue of Equity Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /