



2022 NOTICE OF ANNUAL GENERAL MEETING

**THE AGM WILL BE A VIRTUAL-ONLY MEETING.
SHAREHOLDERS WILL NOT BE ABLE TO ATTEND IN PERSON.**

This Notice of Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

HOW TO PARTICIPATE IN THE AGM

The 2022 Annual General Meeting of Catapult Group International Ltd ABN 53 164 301 197 (the **Company**) will be held at 10.00am (Melbourne time) on Tuesday, August 2, 2022, as a virtual-only meeting (the **AGM**).

Shareholders, proxies and guests may participate in the AGM via the Lumi online platform at web.lumiagm.com/362228766 (Meeting ID 362-228-766) using any web browser on a computer, tablet or smartphone device (using the latest version of Chrome, Safari, Edge or Firefox) (the **Lumi website**). Attendees may select an audio/video or an audio-only feed of the AGM on the Lumi website.

For further information on how to participate in, and vote at, the AGM, please refer to the Virtual Meeting User Guide appended to this Notice of Meeting and available at: catapultsports.com/investor/agm.

Online registration will open at 9.30am (Melbourne time) on Tuesday, August 2, 2022.

Shareholders / Proxies

Shareholders and proxies will need to use the following details when accessing the Lumi website:

Username	The SRN/HIN as shown on their Direct Voting / Proxy Form*	
Password	Australian Residents:	Postcode of the registered holding
	Overseas Residents:	The three-character country code which can be found on page 5 of the Online Voting User Guide at catapultsports.com/investor/agm
Appointed proxy / attorneys / corporate representatives	To receive a Username and Password, please contact our share registry, Link Market Services, on +61 1300 554 474 between 9.00am and 5.00pm (Melbourne time) or send an email to info@linkmarketservices.com.au to pre-register and obtain login details.	

**If you have received more than one Direct Voting / Proxy Form for different shareholdings then you will need to log in separately for each holding using the corresponding SRN/HIN and postcode on the Direct Voting / Proxy Form in order to vote during the AGM.*

Shareholders and proxies may vote and ask questions through the Lumi website. For more information on voting, proxies and how to ask questions, please refer to page 5 of the Explanatory Notes.

Guests

Guests will need to register through the Lumi website to join the AGM. Guests will be permitted to watch and listen to the webcast, but not vote or ask questions.

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 10.00am (Melbourne time) on Tuesday, August 2, 2022 as a virtual-only meeting (the **AGM**). The online platform may be accessed via the Lumi online platform at web.lumiagm.com/362228766 (the **Lumi website**).

Online registration will open at 9.30am (Melbourne time) on that day.

The Explanatory Notes to this Notice of Meeting provide additional information on matters to be considered at the AGM and form part of this Notice of Meeting.

Shareholders may also find out more information about the Company and the AGM by visiting the Investor section of Catapult's website at catapultsports.com/investor (the **Investor website**).

In this Notice of Meeting, the terms 'Catapult', the 'Company', the 'Group', 'our business', 'organization', 'we', 'us', 'our' and 'ourselves' refer to Catapult Group International Ltd ACN 164 301 197, and the terms 'Share', 'Shareholder' and 'Rights' refer to such securities or holders of such securities in Catapult. All references to \$ or dollars in this Notice of Meeting are to US dollars unless otherwise stated.

ITEMS OF BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report for the year ended March 31, 2022, together with the Directors' Report and Auditor's Report as set out in the Annual Report.

2. Re-election of Directors

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

- (a) **"THAT** Dr Adir Shiffman who retires by rotation in accordance with clause 23.10(b) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."
- (b) **"THAT** Mr Igor van de Griendt who retires by rotation in accordance with clause 23.10(b) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Items 2(a) and (b) will be voted on as separate ordinary resolutions.

3. Remuneration Report

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

"THAT the Remuneration Report forming part of the Directors' Report for the year ended March 31, 2022 be adopted."

4. Ratification of Prior Issue of the First Tranche of the Deferred Shares to the SBG Vendors

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

"THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of the First Tranche of the Deferred Shares to each of the SBG Vendors (or their nominees) (being, in aggregate, 2,426,624 fully paid ordinary Shares) pursuant to the SBG Acquisition, and otherwise on the terms and conditions set out in the Explanatory Notes."

5. Approval of Issue of the Second, Third, Fourth and Fifth Tranches of the Deferred Shares to the SBG Vendors

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

"THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the Second, Third, Fourth and Fifth Tranches of the Deferred Shares to each of the SBG Vendors (or their nominees) (being, in aggregate, 9,706,496 fully paid ordinary Shares) pursuant to the SBG Acquisition, and otherwise on the terms and conditions set out in the Explanatory Notes."

NOTICE OF ANNUAL GENERAL MEETING

6. Ratification of Prior Issue of Securities under the Company's Employee Share Plan

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

"THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of the Securities issued to participants of the Company's Employee Share Plan (being, in aggregate, 8,224,526 Securities issued in July 2022 for the FY23 performance year) pursuant to the terms of that Employee Share Plan, and otherwise on the terms and conditions set out in the Explanatory Notes."

7. Amendments to the Director Salary Sacrifice Offers

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

"THAT for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve a variation to the terms on which Rights may be granted under the Salary Sacrifice Offer (which were set out in the Company's 2021 Notice of AGM Explanatory Notes for Item 7 and approved by Shareholders for the purposes of ASX Listing Rule 10.14 at the Company's 2021 AGM), such that, for the period from August 2, 2022 to August 20, 2024 only, when calculating the number and value of Rights to be granted to existing and new Directors of the Company under a Salary Sacrifice Offer, the references to a VWAP over "five trading days ending on" be replaced with a VWAP over "30 trading days prior to".

8. Amendments to the Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

"THAT, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the amendments to the Company's Constitution set out in the Explanatory Notes be approved and adopted with immediate effect."

By order of the Board



Jonathan Garland
Company Secretary
June 30, 2022

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

1. HOW TO VOTE

Shareholders can vote:

- ahead of the AGM:
 - **online:** by completing the online voting form at investorcentre.linkmarketservices.com.au; or
 - by any of the following means:
 - by mail:** Catapult Group International Ltd, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
 - in person:** Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 or Level 12, 680 George Street, Sydney NSW 2000, during business hours Monday to Friday (9:00am - 5:00pm); or
 - by facsimile:** +61 2 9287 0309; or
- on the day of the AGM:
 - by attending the AGM virtually and voting at web.lumiagm.com/362228766;
 - by appointing a proxy or attorney to attend the AGM virtually and voting on the Shareholder's behalf (see note 3 below); or
 - in the case of a corporate Shareholder, by appointing a corporate representative to attend virtually and voting (see note 6 below).

For further information on how to participate in, and vote at, the AGM, please refer to the Virtual Meeting User Guide appended to this Notice of Meeting and available at: catapultsports.com/investor/agm.

2. SHAREHOLDERS ELIGIBLE TO VOTE

The Board has determined that for the purposes of voting at the AGM, Shareholders will be taken to be those persons who are the registered holders of Shares in the Company as at 10.00am (Melbourne time) on Sunday, July 31, 2022.

3. APPOINTING PROXIES AND POWERS OF ATTORNEY

A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or attorney to attend and vote on behalf of that Shareholder. A proxy or attorney need not be a Shareholder and can be either an individual or a body corporate.

Where the Chairman of the AGM is appointed proxy, subject to any applicable voting restrictions, he will vote in accordance with the Shareholder's directions as specified on the Proxy Form or, in the absence of a direction, **in favor** of the resolutions contained in this Notice of Meeting.

A Shareholder that is entitled to cast two or more votes may appoint no more than two proxies or attorneys. Shareholders who wish to appoint two proxies must use and return two proxy forms, with the name of the relevant proxy, and the percentage of votes or number of Shares to be voted by that proxy, being stated on each Proxy Form. An additional proxy form may be obtained by telephoning the Company's Share Registry or Shareholders may copy their original AGM Proxy Form.

If a Shareholder appoints two proxies or attorneys and does not specify the percentage of voting rights that each proxy or attorney may exercise, the rights are deemed to be 50% each. Fractions of votes will be disregarded.

4. VOTING BY PROXIES

Shareholders should consider directing their proxy how to vote on each resolution by marking one of the "For", "Against", or "Abstain" boxes when completing their Proxy Form. In certain circumstances (see note 9 below), a proxy may be prohibited from voting undirected proxies.

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

Under the Corporations Act, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman of the AGM, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the AGM, the proxy must vote on a poll and must vote as directed.

In addition, there are some circumstances where the Chairman of the AGM will be taken to have been appointed as a Shareholder's proxy for the purposes of voting on a particular resolution even if the Shareholder has not expressly appointed the Chairman of the AGM as their proxy.

This will be the case where:

- the appointment of proxy specifies the way the proxy is to vote on a particular resolution; and
- the appointed proxy is not the Chairman of the AGM; and
- a poll is called on the resolutions, and either of the following applies:
 - the proxy is not recorded as attending the AGM; or
 - the proxy attends the AGM but does not vote on the resolution.

5. LODGING A PROXY FORM

A personalized Proxy Form accompanies this Notice of Meeting. To be valid, a completed Proxy Form must be received at the Catapult Share Registry by one of the means outlined below by no later than 10.00am (Sydney time) on Sunday, July 31, 2022 (the **Proxy Deadline**):

- **by mail:** Catapult Group International Ltd, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- **in person:** Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 or Level 12, 680 George Street, Sydney NSW 2000, during business hours Monday to Friday (9:00am - 5:00pm);
- **by facsimile:** +61 2 9287 0309; or
- **online:** at investorcentre.linkmarketservices.com.au.

If a Shareholder has appointed an attorney to attend and vote at the AGM, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Catapult Share Registry before the Proxy Deadline, unless this document has previously been lodged with the Catapult Share Registry for notation.

Powers of attorney may be delivered to the Catapult Share Registry by mail (Catapult Group International Ltd, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235).

6. CORPORATE REPRESENTATIVES

In accordance with s 250D of the Corporations Act, any corporate Shareholder or proxy may appoint a person to act as its representative.

The representative must complete and submit a formal notice of Appointment of Corporate Representative signed by the corporation, and this must be received at vote@linkmarketservices.com.au prior to the Meeting. A copy of that notice can be obtained from the Catapult Share Registry by calling +61 1300 554 474 between 9.00am and 5.00pm (Melbourne time) or at investorcentre.linkmarketservices.com.au.

A copy of the signed Appointment of Corporate Representative, or other evidence satisfactory to the Chairman of the Meeting, must be produced prior to the Meeting.

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

7. CONDUCT OF THE MEETING

The Chairman of the AGM intends to exercise his discretion to ensure that the AGM is conducted in an orderly manner and so that people feel safe and respected at all times. To assist with this, the Board requests that Shareholders be courteous and respectful to the AGM attendees and ask questions that are concise and relevant to the business of the AGM.

As this AGM is a virtual-only meeting, technical issues may arise. In the event there is a technical disruption to the AGM's proceedings, the AGM will adjourn and resume at 1.00pm on the same day of the AGM. The Chairman of the AGM may issue any instructions or directions to resolve the issue. If the adjourned AGM cannot resume at 1pm, an ASX announcement will be issued with further information.

8. HOW TO ASK QUESTIONS

Shareholders can submit questions:

- ahead of the AGM by no later than 5.00pm (Melbourne time) Tuesday, July 26, 2022:
 - **online:** by logging into the online proxy voting site at investorcentre.linkmarketservices.com.au, clicking the "Voting" tab, clicking "Ask a Question" under the "Actions" heading, and following the prompts to submit their question; or
 - by any of the following means:
 - by mail:** Catapult Group International Ltd, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
 - in person:** Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 or Level 12, 680 George Street, Sydney NSW 2000, during business hours Monday to Friday (9:00am - 5:00pm); or
 - by facsimile:** +61 2 9287 0309; or
- on the day of the AGM: by submitting a written question, or asking a question verbally, through the Lumi website.

The Chairman of the AGM will allow a reasonable opportunity for Shareholders as a whole at the AGM to ask questions about, or make comments on, the management of the Company, audit matters, the remuneration report and other items of business before the AGM.

The Company's Auditor will be present at the AGM to answer questions regarding the audit and the Auditor's Report.

9. VOTING RESTRICTIONS

Item 3 (Remuneration Report)

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the key management personnel whose remuneration details are included in the Remuneration Report for the year ended March 31, 2022, or their closely related parties; and
- as a proxy by a member of the key management personnel as at the date of the AGM or their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on this resolution either in accordance with their directions on how to vote as set out in the proxy appointment; or by the Chairman of the AGM as a proxy for a person entitled to vote pursuant to an express authorization to vote undirected proxies as the Chairman sees fit even though the Item is connected directly or indirectly with the remuneration of key management personnel.

Item 4 (Ratification of Prior Issue of the First Tranche of the Deferred Shares to the SBG Vendors)

The Company will disregard any votes cast in favor of Item 4 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely the SBG Vendors) or their associates.

However, this does not apply to a vote cast in favor of Item 4 by:

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

- a proxy or attorney for a person entitled to vote on the resolution, in accordance with directions on the submitted voting instructions; or
- the Chairman of the AGM as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 5 (Approval of Issue of the Second, Third, Fourth and Fifth Tranches of the Deferred Shares to the SBG Vendors)

The Company will disregard any votes cast in favor of Item 5 by or on behalf of a person who is a SBG Vendor and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associates of that person or those persons.

However, this does not apply to a vote cast in favor of Item 5 by:

- a proxy or attorney for a person entitled to vote on the resolution, in accordance with directions on the submitted voting instructions; or
- the Chairman of the AGM as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 6 (Ratification of Prior Issue of Securities under the Company's Employee Share Plan)

The Company will disregard any votes cast in favor of Item 6 by a person who is eligible to participate in the Employee Share Plan (which, for the avoidance of doubt, includes the Directors of the Company), or any associates of those persons. However, the Company need not disregard a vote cast in favor of Item 6 by:

- a proxy or attorney for a person entitled to vote on the resolution, in accordance with directions on the submitted voting instructions; or
- the Chairman of the AGM as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, the Company will disregard any votes cast as a proxy by a member of the key management personnel as at the date of the AGM or their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on this resolution either in accordance with their directions on how to vote as set out in the proxy appointment; or by the Chairman of the AGM as a proxy for a person entitled to vote pursuant to an express authorization to vote undirected proxies as the Chairman sees fit even though the Item is connected directly or indirectly with the remuneration of key management personnel.

Item 7 (Amendments to the Director Salary Sacrifice Offers)

The Company will disregard any votes cast in favor of Item 7 by any Directors of the Company and their associates.

However, the Company need not disregard a vote cast in favor of Items 7 by:

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

- a proxy or attorney for a person entitled to vote on the resolution, in accordance with directions on the submitted voting instructions; or
- the Chairman of the AGM as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, the Company will disregard any votes cast as a proxy by a member of the key management personnel as at the date of the AGM or their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on this resolution either in accordance with their directions on how to vote as set out in the proxy appointment; or by the Chairman of the AGM as a proxy for a person entitled to vote pursuant to an express authorization to vote undirected proxies as the Chairman sees fit even though the Item is connected directly or indirectly with the remuneration of key management personnel.

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the Financial Report and the reports of the Directors and Auditor be laid before the AGM. There is no requirement for Shareholders to vote on these reports.

Shareholders, as a whole, will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the AGM.

ITEM 2 – RE-ELECTION OF DIRECTORS

Clause 23.10(b) of the Company's Constitution provides that a Director (other than a Managing Director) may not hold office for more than three years or beyond the third Annual General Meeting following their appointment (whichever is longer) without submitting for re-election.

Each of Dr Adir Shiffman and Mr Igor van de Griendt was last re-elected as a Director of the Company at the Company's Annual General Meeting held on November 27, 2019 and has served as a Director of the Company since that date. Accordingly, each of Dr Shiffman and Mr van de Griendt shall retire and offers himself for re-election at the AGM.

Board recommendation

The Board (other than the Director who is subject of the relevant resolution) recommends Shareholders vote *in favor* of the re-election of each of Dr Shiffman and Mr van de Griendt.

Profiles of Dr Shiffman and Mr van de Griendt are as follows:

Dr Adir Shiffman

MBBS, Medicine

Executive Chairman

Appointed September 4, 2013

Member of Nomination and Remuneration Committee

Member of SaaS Scaling Committee

Dr Adir Shiffman has extensive CEO and board experience in the technology sector.

Adir has founded and sold more than half a dozen technology startups, many of which were high-growth SaaS (software as a service) businesses. His expertise includes strategic planning, international expansion, mergers and acquisitions, and strategic partnerships.

Adir currently sits on several boards. He is regularly featured in the media in Australia, the US and Europe.

Adir graduated from Monash University with a Bachelor of Medicine and a Bachelor of Surgery. Prior to becoming involved in the technology sector, he practiced as a doctor.

EXPLANATORY NOTES: ITEMS OF BUSINESS

Mr Igor van de Griendt

B.E. Electrical Engineering

Founder, Non-Executive Director

Member of Audit and Risk Committee

Mr Igor van de Griendt has served as Chief Operating Officer, Chief Technology Officer (CTO) and as an Executive Director before moving into a Non-Executive Director role in July 2019.

In his capacity as CTO, he was responsible for providing strategic direction and leadership in the development of Catapult's products, both in the analytical and cloud space, as well as with respect to Catapult's various wearable product offerings. Igor also provided guidance and operational support to Catapult's R&D, software and cloud development teams during that time.

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 several sensor platforms and technologies ultimately leading to the founding of Catapult.

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

Igor holds a Bachelor of Electrical Engineering from Darling Downs Institute of Advanced Education (now University of Southern Queensland). Igor is also the author of numerous patents and patent applications in athlete tracking, and other sensor technologies.

ITEM 3 – REMUNERATION REPORT

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its Remuneration Report for the relevant financial year.

The Remuneration Report includes information on:

- the remuneration policy adopted by the Board;
- the relationship between that policy and the Company's performance;
- the remuneration details of each Director and KMP; and
- the performance conditions that must be met prior to an executive deriving any value from the 'at risk' components of their remuneration.

The Remuneration Report is included in the Company's 2022 Annual Report, which is available on the Investor website.

At the AGM, the Chairman will give Shareholders, as a whole, a reasonable opportunity to ask questions about or comment on the Remuneration Report.

The Shareholder vote on this resolution is advisory only and will not bind the Directors or the Company. The vote will, however, be taken into consideration in determining future remuneration policy for Directors and Executives.

Board recommendation

The Board recommends that Shareholders vote *in favor* of this resolution. The Board encourages Shareholders to apply the same level of diligence to voting on this resolution as for the binding resolutions. As noted in the Proxy Form, the Chairman of the AGM intends to cast all undirected proxies *in favor* of this resolution.

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 4 – RATIFICATION OF PRIOR ISSUE OF THE FIRST TRANCHE OF THE DEFERRED SHARES TO THE SBG VENDORS

Background

On July 1, 2021, Catapult completed the strategic acquisition (the **Acquisition**) of leading sports software video solutions provider, SBG Sports Software Limited (**SBG**). Pursuant to the share purchase agreement for the Acquisition (the **SPA**), Catapult acquired 100% of the issued share capital in SBG from the SBG vendors (the **SBG Vendors**) for a total price of \$40-45 million, comprising \$20 million in cash, \$20 million in deferred Catapult shares (the **Deferred Shares**) and up to \$5 million in Catapult shares which is subject to the achievement of agreed key performance indicators (the **Earn Out Shares**).

London-based SBG was founded in 2008 in collaboration with Mercedes F1 with the purpose of developing products that could capture large quantities of live data and video. More recently, SBG has transformed its learnings from F1 into leading global solutions for soccer and rugby, generating data visualizations that extract key information from multiple sources in real-time, with analytics and insights that assist coaches in rapidly breaking down factors driving team performance.

The Acquisition advances Catapult's development of contextualizing performance data, significantly expands Catapult's video offering (including feature sets, data capabilities, analytics and user experiences), thereby accelerating opportunities to cross-sell and scale, expands Catapult's total addressable market opportunities in motorsports, soccer and rugby, and instantly places Catapult in an industry-leading position for motorsports.

The Acquisition, alongside planned increased investment to scale growth, was funded through a \$35 million underwritten institutional placement (the **Placement**) and an \$8.5 million non-underwritten share purchase plan (the **SPP**). In addition to the Placement, two Directors of Catapult subscribed for \$1.35 million of shares, on the same terms as participants under the Placement. All shares were issued at a price of A\$1.90.

Further information on the Placement, SPP and the Acquisition is set out in the Company's announcements of June 23, 2021.

Deferred Shares

The aggregate number of Deferred Shares owed to the SBG Vendors is 12,133,120. The Deferred Shares are split into five tranches as follows:

Tranche	Date required to be issued under the SPA	Shares to be issued	Date released from escrow
1	Jul 1, 2022	2,426,624	Jul 3, 2023
2	Oct 3, 2022	2,426,624	Oct 3, 2023
3	Jan 3, 2023	2,426,624	Jan 3, 2024
4	Apr 3, 2023	2,426,624	Apr 3, 2024
5	Jul 3, 2023	2,426,624	Jul 3, 2024

The First Tranche of the Deferred Shares was issued on July 1, 2022 and is the subject of the resolution in this Item 4.

The Second, Third, Fourth and Fifth Tranches of the Deferred Shares remain to be issued, and are the subject of the resolution in Item 5.

Catapult will issue all the Second, Third, Fourth and Fifth Deferred Shares Tranches on or before October 3, 2022, which is in advance of the required issue dates shown in the table above. This is necessary so as to comply with ASX Listing Rule 7.3.4, which requires securities that are subject to shareholder approval under ASX Listing Rule 7.1 to be issued no later than 3 months after the date of the meeting approving the issue.

EXPLANATORY NOTES: ITEMS OF BUSINESS

As noted in Catapult's SBG Acquisition presentation dated June 23, 2021, the Company sought a waiver from the ASX to permit the Company to issue shares to the SBG Vendors more than 3 months after the date of the Catapult general meeting that approved the issue of shares. Such a waiver would have enabled Shareholders to approve the issue of all of the Deferred Shares and Earn Out Shares at the Company's 2021 AGM. However, as the ASX did not agree to grant such a waiver, the Company adopted a solution that both meets ASX's requirements and maintains the necessary commercial parameters of the Acquisition. Accordingly, all the Second, Third, Fourth and Fifth Deferred Shares Tranches will be issued within 3 months of the date of the AGM. However, those Deferred Shares will immediately from the date of their issue be subject to voluntary escrow until the dates shown in the above table.

Earn Out Shares

As part of the SPA, a contingent consideration component was agreed. Up to \$5 million of Earn Out Shares will be issued, subject to the achievement of key performance indicators which are aligned to the performance metrics used for the Executive team's annual STI award.

The \$5 million contingent consideration is split into two \$2.5 million tranches of Earn Out Shares.

Each tranche will be calculated by multiplying \$2.5 million by a weighting percentage (as determined by the Catapult Board) which applies to the allocation of STIPs to the CEO of Catapult in respect of the FY23 and FY24 financial years (respectively) but removing any STIP metrics that apply only to the CEO and not to any other Catapult employee.

Each of the two tranches of Earn Out Shares are required to be issued in five equal sub-tranches evenly spaced over a year. The first tranche is expected to be calculated in June 2023 (at the time that Catapult's Executive STI percentages are agreed), and the second tranche is expected to be calculated in June 2024 (at the time that Catapult's Executive STI percentages are calculated).

A further consequence of the requirements of ASX Listing Rule 7.3.4 and the ASX not agreeing to a grant the waiver of that ASX Listing Rule is that Catapult expects to seek Shareholder approval for the issue of Earn Out Shares at both its 2023 and 2024 AGMs. Further, it expects to issue sub-tranches of the Earn Out Shares in advance of the required issue date. Such Earn Out Shares would immediately from their date of issue be subject to voluntary escrow, with the escrow period expiring on the first anniversary of the required issue date. As noted above, this structure has been adopted to both meet ASX's requirements and maintains the necessary commercial parameters of the Acquisition.

ASX Listing Rule 7.1

In this Item 4, the Company seeks Shareholder approval to ratify the prior issue of the First Tranche of the Deferred Shares.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of equity securities that a listed company may, without shareholder approval, issue over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Deferred Shares were issued without prior Shareholder approval and the issue does not fall within any of the exceptions to Listing Rule 7.1. As such, that issue effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue additional equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of such Deferred Shares.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 allows shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue additional equity securities without shareholder approval under Listing Rule 7.1.

The Company wishes to retain its usual flexibility to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, this resolution seeks Shareholder approval to subsequently approve the issue of the Shares for the purposes of Listing Rule 7.4.

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If this resolution is passed, the issue of those Deferred Shares will be **excluded** in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date of issue of those Deferred Shares.

If this resolution is not passed, the issue of those Deferred Shares will be **included** in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date of issue of those Deferred Shares.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- (a) The Deferred Shares comprising the First Tranche (in this Listing Rule 7.5 information section, the **Tranche Shares**) were issued to the SBG Vendors in accordance with the terms of the SPA as announced on June 23, 2021.
- (b) The Tranche Shares comprised 2,426,624 fully paid ordinary Shares in the Company.
- (c) The Tranche Shares were fully paid on issue and rank equally in all aspects with all existing fully paid ordinary Shares. As noted above, the Tranche Shares are subject to voluntary escrow until July 3, 2023.
- (d) The Tranche Shares were issued on July 1, 2022.
- (e) The Tranche Shares were issued pursuant to the SPA and form part of the consideration given by Catapult to the SBG Vendors to acquire SBG.
- (f) No funds were raised from the issue of the Tranche Shares, as they were issued by Catapult as part of the consideration for the acquisition of SBG.
- (g) A summary of the material terms of the SPA under which the Tranche Shares were issued is set out in this section (g). The SPA was not subject to any conditions precedent. The only completion condition imposed on Catapult was the announcement by it of a proposed equity issuance by it to institutional investors to raise gross proceeds of at least \$20 million (the **Equity Raise**), closing of the Equity Raise having occurred, and Catapult having received gross proceeds from the Equity Raise in an amount equal to not less than \$20 million.

Various warranties were given by the SBG Vendors in favor of Catapult under the SPA, and a small number of warranties were given in return. The SBG Vendor warranties concern a range of matters such as corporate capacity, the business and assets, financial matters, IP and IT, pensions, and taxation. The SBG Vendors disclosed certain matters against those warranties.

There are various limitations on claims which Catapult may make against the SBG Vendors. The key limitations are a maximum aggregate liability of 100% of the consideration for a breach by any SBG Vendor of a fundamental warranty; and 50% of the paid consideration for a breach by a primary SBG Vendor in respect of any business warranties. There are also various limitations in relation to the minimum amount of a claim under which the Company is not entitled to recovery (such as \$10,000 for a business warranty breach), and an aggregate value required prior to bringing a claim (being \$50,000 for a business warranty breach).

The primary SBG Vendors agreed to a restraint for a period of 2 years following Completion (which occurred on July 1, 2021), under which they cannot compete with the SBG business, as provided for in the SPA. Further, they are also prohibited from approaching employees, customers and suppliers of the business in certain circumstances. Each of these restrictions is relatively common for transactions of this nature.

If Catapult shareholder approval is not received for the issue of the Deferred Shares or Earn Out Shares then damages may be payable by Catapult to the SBG Vendors. Further information on the Acquisition and the terms of the SPA is set out in the Company's announcements of June 23, 2021.

Directors' recommendation

The Board recommends that Shareholders vote *in favor* of this resolution.

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 5 – APPROVAL OF ISSUE OF THE SECOND, THIRD, FOURTH AND FIFTH TRANCHES OF THE DEFERRED SHARES TO THE SBG VENDORS

Background

In this Item 5, the Company seeks Shareholder approval to issue the Second, Third, Fourth and Fifth Tranches of the Deferred Shares. The background to this Item is set out in the 'Background' section of Item 4 above.

Listing Rule 7.1

In this Item 5, the Company seeks Shareholder approval for the issue of the Second, Third, Fourth and Fifth Tranches of the Deferred Shares pursuant to Listing Rule 7.1.

A summary of Listing Rule 7.1 is set out in the 'Listing Rule 7.1' section of Item 4 above. Exception 17 to Listing Rule 7.2 provides that an agreement entered into by a company to issue securities that is conditional on shareholder approval Listing Rule 7.1, does not reduce that company's 15% equity capacity. If a company relies on that exception, then it must not issue the securities without shareholder approval.

The SPA provides that the issue of these Deferred Shares is conditional on Shareholder approval. Accordingly, Catapult's entry into the SPA did not reduce the Company's capacity to issue additional equity securities. In order to issue these Deferred Shares, Catapult is required to seek shareholder approval under Listing Rule 7.1 prior to their issue. There are no further exceptions to Listing Rule 7.1 which apply.

Accordingly, this Item 5 seeks Shareholder approval to approve the issue of these Deferred Shares for the purposes of Listing Rule 7.1.

If this resolution is passed, the Company will be able to proceed with the issue of these Deferred Shares. Further, the issue of these Deferred Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date of issue of these Deferred Shares.

If this resolution is not passed, the Company will not be able to proceed with the issue of these Deferred Shares. In these circumstances, the Company would be required to renegotiate the SPA with the SBG Vendors. In the absence of such agreement, damages may be payable by Catapult to the SBG Vendors.

Information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

- (a) The Deferred Shares comprising the Second, Third, Fourth and Fifth Tranche (in this Listing Rule 7.3 information section, together the **Tranche Shares**) will be issued to the SBG Vendors in accordance with the terms of the SPA, as announced on July 23, 2021.
- (b) The Tranche Shares will comprise 9,706,496 fully paid ordinary Shares in the Company.
- (c) The Tranche Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary Shares. As noted above, the Tranche Shares will be subject to voluntary escrow for the periods noted in the table above in the 'Deferred Shares' section of Item 4 above.
- (d) The Tranche Shares are expected to be issued on or about October 3, 2022, and in any event, will be issued no later than 3 months after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules), and it is intended that the issue of all the Tranche Shares will occur on the same date.
- (e) The Tranche Shares will be issued pursuant to the SPA and form part of the consideration given by Catapult to the SBG Vendors to acquire SBG.
- (f) No funds will be raised from the issue of the Tranche Shares, as they will be issued by Catapult as part of the consideration for the acquisition of SBG.

EXPLANATORY NOTES: ITEMS OF BUSINESS

- (g) A summary of the material terms of the SPA is set out in the 'Background' and 'Information required by ASX Listing Rule 7.5' (paragraph (g)) sections of Item 4 above.
- (h) The Tranche Shares are not being issued under, or to fund, a reverse takeover.

Directors' recommendation

The Board recommends Shareholders vote *in favor* of this resolution.

ITEM 6 – RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER THE COMPANY'S EMPLOYEE SHARE PLAN

Background

ASX Listing Rule 7.1 requires that a company obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of the company. ASX Listing Rule 7.2 sets out a number of exceptions to Listing Rule 7.1, one of which (exception 13) is an issue of securities under an employee incentive scheme if, within three years before the date of issue, the shareholders of the company approved the issue of securities under the scheme. Exception 13 requires the company to state in the notice of meeting a maximum number of securities which may be issued under the employee incentive scheme over those 3 years in reliance on that exception. Any additional employee incentive scheme securities issued over that maximum number do not have the benefit of that exception. Such excess securities will then reduce that company's 15% equity capacity unless another exception applies under ASX Listing Rule 7.2, or where shareholders subsequently ratify that issue of securities in accordance with ASX Listing Rule 7.4.

Catapult received ASX Listing Rule 7.2 (exception 13) approval from Shareholders at the Company's 2020 AGM for the Company's Employee Share Plan (the **ESP**) for the 3-year period from November 17, 2020 to November 17, 2023. The stated maximum aggregate number of equity securities was 9.5 million. This approval is still in place. Excluding the Securities which are the subject of this Item 6, the Company retains the ability to issue approximately 4.6 million Shares under the ESP.

Since the Company's 2020 AGM, Catapult has implemented an employee remuneration structure that seeks to strongly foster equity ownership by all team members. This has the associated benefit of preserving cash for the Company. The size of the issue of staff equity under the ESP has risen as a result. Furthermore, the price of Catapult's shares on ASX has recently come under pressure, and as a consequence, further shares are needed to be issued in order to remain close to the same *value* of planned equity incentives to employees.

As a consequence of these factors, after the date of this Notice, but prior to the date of the Meeting, Catapult shall issue 8,224,526 Securities (**Securities**) under the Company's ESP on or about July 1, 2022 relating to the FY23 service year in reliance on its available 15% placement capacity under ASX Listing Rule 7.1.

Catapult therefore seeks ratification for the issue of these Securities in this Item 6 for the purposes of ASX Listing Rule 7.4.

ASX Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in the 'Listing Rule 7.4' section of Item 4 above.

The Company wishes to retain its usual flexibility to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, this resolution seeks Shareholder approval to subsequently approve the issue of the Securities for the purposes of Listing Rule 7.4.

If this resolution is passed, the issue of those Securities will be **excluded** in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date of issue of those Securities.

If this resolution is not passed, the issue of those Securities (net of those which may be applied against the balance of the previously approved 9.5m maximum) will be **included** in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date of issue of the Securities. This means that Catapult would not have the usual flexibility to issue equity under the 15% cap in ASX Listing Rule 7.1.

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Management strongly believes that employees should be 'owners' of the business. A culture of ownership aligns employee success with business success. If Catapult cannot adequately compensate its employees through the issue of equity then its ability to attract, motivate and retain talent, as well as its ability to maintain a flexible capital structure, may suffer.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- (a) The Securities were issued to approximately 377 ESP participants who are eligible Catapult employees. No Securities were issued to Directors of the Company.
- (b) The total number of Securities issued was 8,224,526 comprising 6,288,711 short-term incentive Rights (**STI Rights**) and 1,935,815 long-term incentive Rights (**LTI Rights**) in the Company.
- (c) The number of STI Rights and LTI Rights granted to an eligible Catapult employee will vary each year at Catapult's discretion. Considerations include that person's previous year's performance, job level, agreed incentive opportunities, overall remuneration package, the Company's performance, prevailing share price and an assumed annual share price growth.

Each STI Right and LTI Right will vest at a set date. Once vested each STI Right and LTI Right may be exercised and exchanged for fully paid ordinary share in Catapult. No further performance conditions need to be met for the Rights to vest as the number granted is based on the employee's recent performance.

Some Catapult employees are eligible for both STI Rights and LTI Rights, while others will only be eligible for STI Rights.

The performance period for the STI Rights and LTI Rights was April 1, 2021 to March 31, 2022. The vesting dates for the STI Rights and LTI Rights are, respectively, June 30, 2023 and June 30, 2025.

Given the matters described in this Item 6, the Company applied a more recent reference price of A\$1.0777 (being the VWAP over the 30 trading days prior to June 1, 2022) instead of a VWAP over the 5 trading days (as had been adopted previously) prior to April 1, 2022 of A\$1.4060. For STI Rights, a 12.5% CAGR for the period ending on June 30, 2023 is added to the reference price, giving A\$1.2244 (compared to A\$1.6290, with the prior reference price) and, for LTI Rights, a 17.5% CAGR for the period ending on June 30, 2025 is added to the reference price giving A\$1.7719 (compared to A\$2.3747, with the prior reference price). Further information on the Company's previous grant of STI Rights and LTI Rights is set out in the Remuneration Report in the Company's 2022 Annual Report.

- (d) The Securities were issued on or about July 1, 2022.
- (e) The Securities were issued for nil consideration, as they were issued as incentive rights to eligible ESP participants under the Company's ESP.
- (f) No funds were raised from the issue of the Securities.
- (g) The Securities were issued under the Company's ESP which is available on the Investor website.

Important information

It is important that Shareholders understand the following:

- the proposed resolution **does not apply** to any Securities issued under Catapult's ESP other than the 8,224,526 Securities referred to in this item 6;
- therefore if the number of Securities issued under Catapult's ESP on or about July 1, 2022 is greater than 8,224,526 then the extra number of Securities will reduce the Company's 15% equity capacity unless another exception applies under ASX Listing Rule 7.2, or where shareholders subsequently ratify that issue of securities in accordance with ASX Listing Rule 7.4;
- the proposed resolution **does not** replace the previous approval granted in November 2020; and

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- Catapult intends to seek Shareholder approval at the Company's 2023 AGM for the proposed FY24 issue in July 2023 of STI Rights and LTI Rights.

Directors' recommendation

Noting that the issue of any securities to Directors under the ESP will require a separate shareholders approval under ASX Listing Rule 10.14 and that each Director who may participate in the ESP is excluded from voting their Shares in favour of this resolution (as set out in voting restrictions in the Explanatory Notes), the Board recommends that shareholders vote *in favor* of this resolution.

As noted in the Proxy Form, the Chairman of the AGM intends to cast all undirected proxies *in favor* of this resolution.

ITEM 7 – AMENDMENTS TO THE DIRECTOR SALARY SACRIFICE OFFERS

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval for the acquisition of equity securities by specified persons (including directors) under an employee incentive scheme.

At the Company's 2021 AGM, Shareholders approved the issue of Rights and Shares under the Company's existing ESP to existing and new Directors of the Company by way of salary sacrifice (the **Salary Sacrifice Offer**).

The Salary Sacrifice Offer was designed to encourage Directors to build their Shareholdings in the Company. It is not intended to be used for the purposes of providing Directors with additional remuneration. Other than as follows, participation in the Salary Sacrifice Offer by a Director in respect of their annual base fees is voluntary. However, the Board determined that fees paid to Directors in their role as Chairman of a Board Committee would be satisfied by the issue of Rights. Therefore, participation in the Salary Sacrifice Offer by a Director for Chairman Committee fees is mandatory.

The Company's 2021 Notice of AGM (Explanatory Notes for Item 7) set out the material terms of the Salary Sacrifice Offer, including the following section in relation to calculating the number of Rights:

"The number of Rights to be granted will be calculated by reference to a price (the **Reference Price**), determined as follows:

- for the period September 1, 2021 to June 30, 2022 (the **Transition Year**), the volume weighted average price (calculated to four decimal places) of the Company's ordinary Shares listed on the ASX excluding any special crossings trades (the **VWAP**) over the five trading days ending on July 1, 2021; and
- for each period of July 1 to June 30 after the Transition Year (each being a **Following Year**), the VWAP over the five trading days ending on April 1 (being the month of April occurring prior to the commencement of that Following Year)."

Given the recent volatility in Catapult's share price, the Company believes that a VWAP over 30 trading days is more appropriate than over five trading days. The length of that VWAP period would then be consistent with the ESP for Catapult executives and staff relating to the issue of STI Rights and LTI Rights for which ratification is being sought in Item 6. For the Following Year starting July 1, 2022, the VWAP is A\$1.4060 (over five trading days) compared to A\$1.2224 (over 30 trading days).

As such, the Company seeks Shareholder approval for the purposes of ASX Listing Rule 10.14 and for all other purposes to vary the terms on which Rights may be granted under the Director Salary Sacrifice Offer such that, in calculating the number and value of Rights to be granted to existing and new Directors of the Company under a Salary Sacrifice Offer, the references to a VWAP over "five trading days ending on" (in the Company's 2021 Notice of AGM Explanatory Notes for Item 7) be replaced with a VWAP over "30 trading days prior to".

The terms of the Salary Sacrifice Offer otherwise remain unchanged. Further details regarding the Salary Sacrifice Offer are set out in the Company's 2021 Notice of AGM (Explanatory Notes for Item 7).

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ITEM 8 – AMENDMENTS TO THE CONSTITUTION

The Company proposes to make amendments to the Constitution to bring it in line with various regulatory updates relating to joint holders, restricted securities, and meetings and documents.

The effect of section 136(2) of the Corporations Act is that a special resolution of shareholders is required to amend the Constitution.

Joint Holders

As a consequence of ASX replacing its clearing and settlement system, CHESSE, it is expected that the new system will allow up to four joint holders of a security.

The proposed amendments to the Constitution allow the Company to regard four joint holders of a share appearing first as the registered holders of that share to the exclusion of any other holders.

The proposed amendments to clause 5 are as follows:

5 Joint holders

If the Register names two or more joint holders of a Share, they are taken to hold the Share as joint tenants with the benefits of survivorship and the person listed first in the Register is the only joint holder entitled to receive notices from the Company. [If more than four persons are registered as the joint holders of Shares, only the first four persons so registered will be regarded as the joint holders of the Shares and all other names will be disregarded for all purposes.](#)

Restricted Securities

As a consequence of the amendment to ASX Listing Rule Chapter 9, which became effective in December 2019, entities may insert and rely on a provision in their constitution to impose restrictions on the holder of restricted securities. Such restrictions may be invoked by giving notice to the holder in a prescribed form advising them of those restrictions. The proposed amendments implement the requirements of ASX Listing Rule 15.12.

Note that the escrows to which the SBG Vendors are subject in the context of the SBG Acquisition are 'voluntary escrows' and are therefore not subject to the restricted security provisions.

The proposed amendment to clause 14.7 is to delete it and replace it with the following:

14.7 Restricted Securities

The Company shall comply in all respects with the requirements of the Listing Rules with respect to Restricted Securities. Without limiting the generality of the foregoing:

- (a) a holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, the Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or the ASX;
- (b) if the Restricted Securities are in the same class as quoted Securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored subregister and are to have a Holding Lock applied for the duration of the escrow period applicable to those Restricted Securities;
- (c) the Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or the ASX;
- (d) a holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or the ASX; and
- (e) if a holder of Restricted Securities breaches a Restriction Deed or a provision of this Constitution restricting a Disposal of those Restricted Securities, the holder will not be entitled to any

EXPLANATORY NOTES: ITEMS OF BUSINESS

dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.

In this clause 14.7, "Dispose", "Disposal", "Holding Lock", and "Restriction Deed" have the meaning given in the Listing Rules.

The proposed amendment to clause 20.3 is to delete it (including the heading), with a consequential renumbering of clauses 20.4 to 20.7 and updating of cross references to those clauses.

Meetings and Documents

The Corporations Amendment (Meetings and Documents) Act 2022 made various amendments to the Corporations Act 2001 including relating to meetings and the sending of documents, which became effective on April 1, 2022. These changes made permanent the ability of companies to have virtual-only meetings (subject to a required Parliamentary review), as well as a technology neutral method of sending documents to shareholders.

Under the Corporations Act 2001, Shareholders may elect to receive, and request Catapult to send, certain Company documents (including Annual Reports and Notices of Meeting) in physical or electronic form. Shareholders may also elect not to be sent Annual Reports. Further information on these shareholder rights is set out at catapultsports.com/company-documents.

In order to reduce print and mail costs and environmental waste, the Company encourages Shareholders to elect to receive all communications from Catapult via email. To do so, a Shareholder should log in to the Link website (investorcentre.linkmarketservices.com.au) using the holding details as shown on their Voting and Proxy Form, click 'Communications', click the first button 'All communications electronically', enter their email address, and click 'Next'.

Shareholders will note that at the Company's 2020 Annual General Meeting held on November 17, 2020, the Company proposed, and Shareholders approved, a resolution to amend the Constitution to insert two provisions to permit the Company to convene hybrid and virtual AGMs. Now that the legislative landscape regarding hybrid and virtual AGMs is clear, the Company considers it prudent to amend the Constitution to reflect the provisions of Corporations Amendment (Meetings and Documents) Act 2022.

The proposed amendment to clause 1.1 is inserting the following definition:

Virtual Meeting Technology means any technology (including online platforms) that allows a person to participate in a meeting without being physically present at the meeting.

The proposed amendments to clause 1.2 are inserting the following interpretive provisions (and making consequential changes to the punctuation at the line end for clauses 1.2(p) and (q)):

- (r) a reference to a document (including a deed) being "signed" or "executed", or to a "signature" for such a document, includes an execution or authentication of that document, or that document being executed or authenticated (i) in a physical form under hand or under seal; (ii) in an electronic form using electronic means in accordance with the Corporations Act; and (iii) in any form by any method permitted by applicable law or approved by the Board;
- (s) a reference to a person being "present" at a meeting includes participating in the meeting using a Virtual Meeting Technology by which the meeting is being held; and
- (t) a reference to a "venue" of a meeting may be, but need not be, a physical place.

The proposed amendments to clause 18.3 are as follows:

18.3 Contents of notice

A notice of general meeting must:

- (a) set out the [venue or venues](#)~~place~~, date and time for the meeting (and, if the meeting is to be held [at two or more venues using Virtual Meeting Technology, or using Virtual Meeting Technology only, sufficient information to allow Members, as a whole, a reasonable opportunity to](#)

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participate in the meeting by means of that Virtual Meeting Technology ~~in two or more places, the technology that will be used to facilitate this~~);

It is proposed that references to “place” be replaced with “venue” in clauses 18.5 and 18.6.

The proposed amendment to clause 18.8 is to delete it (including the heading) and replace it with the following:

18.8 Holding a meeting of shareholders

- (a) The Company may hold a meeting of Members:
- (i) at one or more physical venues;
 - (ii) at one or more physical venues and using Virtual Meeting Technology; or
 - (iii) using Virtual Meeting Technology only,
- provided that the Members entitled to attend the meeting as a whole are given a reasonable opportunity to participate in the meeting.
- (b) A Member who attends a meeting of Members (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting while so attending.
- (c) If a meeting of Members is held using Virtual Meeting Technology the Board may (subject to the applicable Law) make rules or requirements in connection with participation in the meeting by that technology including rules or requirements to verify the identity of a person or to ensure the security of the technology. The Board may communicate such rules and procedures (or instructions on how they can be accessed) to Members by notification to the ASX.
- (d) If, before or during a meeting of Members that is held or appointed to be held using Virtual Meeting Technology, any technical difficulty occurs where all Members entitled to attend the meeting may not be able to participate, the chairperson may:
- (i) postpone or adjourn the meeting until the difficulty is remedied or to such other time or venue as the chairperson of the meeting determines; or
 - (ii) subject to the Corporations Act, continue the meeting provided that a quorum remains present and able to participate in the meeting.
- (e) Subject to the Corporations Act, a meeting of Members held using Virtual Meeting Technology and anything done (including the passing of a resolution) at the meeting is not invalid because of the inability of one or more Members to access, or to continue to access, the Virtual Meeting Technology for the meeting, provided that sufficient Members are able to participate in the meeting as are required to constitute a quorum.

The proposed amendments to clause 19 are as follows:

19.3 Quorum not present

- (a) If a quorum is not present within 15 minutes after the time appointed for a general meeting:
- ~~(i)~~ (i) if the meeting was convened at the request of Members, it is automatically dissolved; and
 - ~~(ii)~~ (ii) in any other case:
 - ~~(A)~~ (A) it will stand adjourned to the same time and ~~place~~ venue (including the use of the same Virtual Meeting Technology) on the fifth Business Day after the meeting (Resumed Meeting); and
 - (B) if a quorum is not present within 15 minutes from the time appointed for the adjourned meeting, it is automatically dissolved.

EXPLANATORY NOTES: ITEMS OF BUSINESS

~~(ii)~~(b) Notwithstanding clause 19.3(a)(ii)(A), the Directors may specify a new date, time and venue (including the use of different Virtual Meeting Technology that gives Members, as a whole, a reasonable opportunity to participate) of the Resumed Meeting.

19.6 Adjournment by chairperson

(a) The chairperson of a general meeting at which a quorum is present:

~~(a)~~(i) may, with the consent of the meeting; and

(ii) must, if directed by ordinary resolution of the meeting,

adjourn the meeting to another time and ~~place~~venue (including using Virtual Meeting Technology) determined by the chairperson.

(b) If the chairperson of a general meeting considers that there are too many persons present at a physical venue of the meeting to fit into that venue, the chairperson may (without giving notice or putting the matter to a vote of Members) nominate an additional physical venue for the meeting linked to the other venue or venues of the meeting using any technology that gives Members entitled to attend the meeting, as a whole, a reasonable opportunity to participate.

19.8 Show of hands

Unless a poll is demanded under clause 19.9 or the Corporations Act requires that the resolution must be decided on a poll:

(a) a resolution put to a vote at a general meeting must be decided on a show of hands; and

(b) a declaration by the chairperson that a resolution has been carried, carried by a particular majority or lost and an entry to that effect in the minutes of the meeting will be conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour or against the resolution.

19.9 Demanding a poll

(a) Either before or on declaration of the result of a show of hands, a poll may be demanded by:

~~(a)~~(i) the chairperson;

~~(b)~~(ii) at least five Members entitled to vote on the resolution; or

~~(c)~~(iii) Members with at least 5% of the votes that may be cast on the resolution on a poll.

(b) The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

(c) The chairperson of a meeting of Members may (prior to the convening or commencement of, or during, a meeting) determine that any resolution to be put to the vote at that meeting be decided by a poll without first submitting that resolution to the meeting to be decided on a show of hands.

19.12 Decisions at general meetings

Despite anything to the contrary in this Constitution, the Directors may decide that, for ~~at~~ any general meeting or class meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A 'direct vote' includes a vote delivered to the Company by post, fax or other electronic means approved by the Directors.

The Directors may prescribe regulations, rules and procedures in relation to direct voting from time to time, including specifying the form, method and timing of giving a direct vote at a meeting for the vote to be valid. If a Member casts a vote as a direct vote in accordance with this Constitution and any such

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regulations, rules and procedures, the Member casting the direct vote will be deemed to have been present at the meeting for all purposes and have cast the vote at the meeting in person.

The proposed amendments to clause 20 are to amend clause 20.1 and insert a new clause 20.7 as follows:

20.1 Number of votes

Subject to this Constitution, the Listing Rules and any rights or restrictions attached to any Share or class of Share, every Member who is present at a general meeting and entitled to vote:

- (a) on a show of hands, has one vote, including where a person is entitled to vote in more than one capacity;

20.7 Decision of chairperson

The chairperson of a meeting of Members may decide any difficulty or dispute which arises as to the number of votes which may be cast by or on behalf of any Member and the decision of the chairperson is final and conclusive.

The proposed amendments to clause 21 are as follows:

21.12 Alternative methods of appointment

Notwithstanding clauses 21.10 and 21.11, the instrument of appointment of a proxy, attorney or representative will be valid if it is in ~~a form and is authenticated in any manner prescribed by~~ accordance with the Corporations Act ~~or in any other form (including electronic) which the Board may determine or accept, or which the chairperson of the meeting of Members to which the instrument relates accepts.~~

21.17 Adjourned meetings

An appointment of a proxy, attorney or representative for a particular general meeting is valid at the adjourned meeting at another time or another venue or held using another technology, even though the appointment may refer to a specific meeting to be held at a specified time or venue or using specific technology (including Virtual Meeting Technology).

The proposed amendments to clause 29 (following the renumbering mentioned overleaf) are as follows:

29.4 Holding a Board meeting ~~Use of Technology~~

- (a) Subject to this Constitution, a ~~A~~ Board meeting may be held:

(i) at one or more physical venues;

(ii) at one or more physical venues and using Virtual Meeting Technology; or

(iii) using Virtual Meeting Technology only. ~~using any audio, audio-visual or other technology;~~

~~(a) that enables the participating Directors to simultaneously hear each other and participate in discussion; or~~

~~(b) to which all Directors have consented.~~

(b) If a Board meeting is held at more than one physical venue or using Virtual Meeting Technology, the meeting is taken to be held at the place where the chairperson of that meeting attended the meeting or any other place the chairperson of the meeting determines, provided that at least one of the Directors participated in the meeting at that place for the duration of the meeting.

(c) A minute certified by the chairperson of such a meeting will be conclusive evidence of the proceedings at that meeting and the observance of all necessary formalities.

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29.76 When a Director is treated as present

(a) If a Board meeting is held using Virtual Meeting Technology~~by audio or audio-visual technology~~:

~~(a)(i)~~ (i) a Director is treated as present if the Director is able to hear and be heard by all others attending; and

~~(b)(ii)~~ (ii) unless the chairperson is notified that a Director is leaving the meeting, the Director will be assumed to have been present for the duration of the meeting.

(b) If, before or during a Board meeting, any technical difficulty occurs where one or more Directors may not be able to participate, the chairperson of the meeting may:

(i) adjourn the meeting until the difficulty is remedied; or

(ii) where a quorum for a Board meeting remains present, continue the meeting.

~~If a meeting is held using any other technology consented to by all Directors, the Board must determine the basis on which Directors are treated as present.~~

The proposed amendment to clause 29.5 is to delete it (including the heading), with a consequential renumbering of clauses 29.6 to 29.14 and updating of cross references to those clauses.

The proposed amendments to clause 38.1 and 38.2 are as follows:

38 Notices

38.1 Method

A notice is properly given by the Company to a person if it is either:

~~(a) in writing signed on behalf of the Company (by original or printed signature); and~~

~~(b) either:~~

~~(a)~~ (a) delivered personally;

~~(b)~~ (b) sent by post to that person's registered address or an alternative address nominated by that person; ~~or~~

~~(c)~~ (c) sent electronically or by fax to an electronic address or fax number nominated by that person;

(d) to the extent permitted by permitted by the Corporations Act, sent, given or served by notifying that person (by any of the above means in clause 38.1(a) to 38.1(c)) of sufficient information to allow the person to access the notice electronically; or

(e) sent, given or served by any other means permitted by the Corporations Act or any other applicable law from time to time.

38.2 Receipt

A notice given in accordance with clause 38.1 is taken as having been given and received:

(a) if hand delivered, on delivery;

(b) if sent by prepaid post:

(i) within Australia, on the second Business Day after the date of posting;

(ii) to or from a place outside Australia, on the seventh Business Day after the date of posting;

(c) if transmitted by email, on transmission; ~~or~~

(d) if transmitted by facsimile, at the time recorded on the transmission report indicating successful transmission of the entire notice; or

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(e) if the notice is accessed electronically, at 10:00 am on the day after the date on which the person was notified of the information to allow that person to access the notice electronically,
but if the delivery or transmission is not on a Business Day or is after 5.00 pm (recipient's time) on a Business Day, the Notice is taken to be received at 9.00 am (recipient's time) on the next Business Day.

An amended version of the Constitution showing the proposed markups is available on the Investor website.

Board recommendation

The Board recommends that shareholders vote *in favor* of this resolution.



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