

# Catapult.

Catapult Group International Ltd  
ACN 164 301 197

## Notice of 2015 Annual General Meeting

## Explanatory Statement

## Proxy Form

**TIME:**  
10:00am (AEDT)

**DATE:**  
Tuesday, 24 November 2015

**PLACE:**  
The Studio Room  
Gate 2, Level 2  
Etihad Stadium  
740 Bourke Street  
Docklands 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 2) 8072 1400.



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## Time and place of meeting and how to vote

### VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (AEDT) on Tuesday, 24 November 2015 at:

The Studio Room  
Gate 2, Level 2  
Etihad Stadium  
740 Bourke Street  
Docklands VIC 3008

### YOUR VOTE IS IMPORTANT

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

To vote by proxy, please complete and sign the enclosed Proxy Form and either:

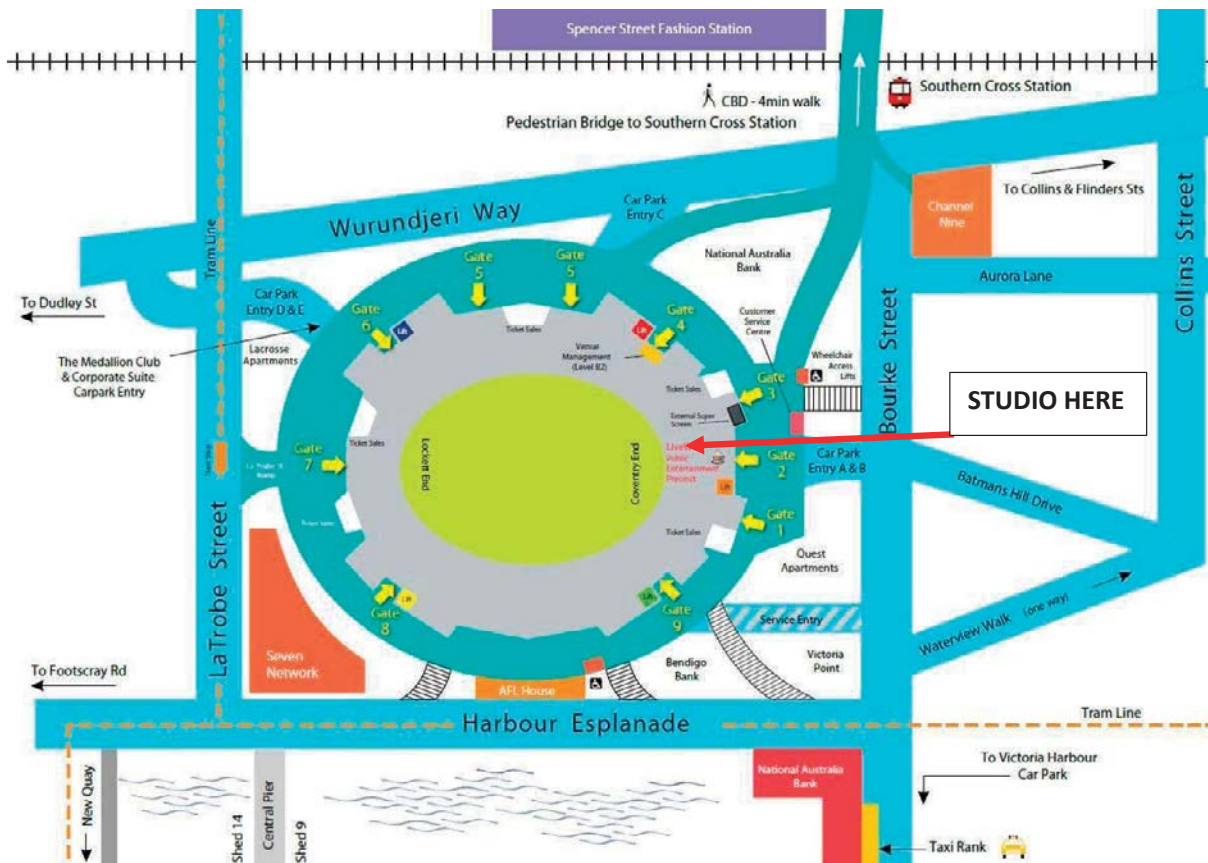
- > deliver the Proxy Form:
  - by hand to:  
The Clocktower, 1 Aurora Lane, Docklands Vic 3008; or
  - by post to:  
Computershare Investor Services Limited,  
GPO Box 242 Melbourne VIC 3001; or
- > by facsimile to 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia); or
- > lodge online at [www.investorvote.com.au](http://www.investorvote.com.au), (using the unique control number contained in your proxy),

so that it is received not later than 48 hours before the commencement of the Meeting.

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

## Functions & Conferences

# HOW TO GET TO THE STUDIO



### By Private Vehicle

- Enter the Etihad Stadium car park via **Bourke Street - Car Park Entry A**
- Proceed down the left hand ramp and turn left towards the **Livewire lift**
- Take the lift to **Level 2**, go left out of the lift and turn right past the EJ Whitten Bar to reach the Studio

### By Taxi

- Direct the taxi to stop at the Bourke Street side of the venue
- Proceed up the steps and turn to your left, proceeding to the **Livewire Entry – Gate 2**
- Continue up the escalator, turn right past the EJ Whitten Bar to reach the Studio

### By Train

- Cross the Bourke Street Pedestrian Bridge from Southern Cross Station
- When you get to the stadium, turn to your left, proceeding to the **Livewire Entry – Gate 2**
- Continue up the escalator, turn right past the EJ Whitten Bar to reach the Studio

### By Tram

- The Bourke Street, Collins Street, LaTrobe Street and City Circle trams can be utilised to get to Etihad Stadium. Please refer to the map once you alight the tram to ascertain the direction you need to travel to and around the venue to get to the **Livewire Entry – Gate 2**
- Continue up the escalator, turn right past the EJ Whitten Bar to reach the Studio

# 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 (AEDT) on Tuesday, 24 November 2015 at the Studio Room Gate 2, Level 2 Etihad Stadium, 740 Bourke Street, Docklands 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 10:00am (AEDT) on 22 November 2015. 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 2015 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

#### 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 2015."*

**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: Election of Directors

#### Resolution 2 – Re-Election of Mr Brent Scrimshaw as Director

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

*"That Mr Brent Scrimshaw, 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, is re-elected as a Director of the Company."*

### Resolution 3 – Re-Election of Ms Rhonda O’Donnell as Director

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

*“That Ms Rhonda O’Donnell, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers herself for re-election, is re-elected as a Director of the Company.”*

### Part C: ASX Listing Rule 7.1A

#### Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 4 by:

- (a) a person who may participate in the proposed issue and 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
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- > 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
- > 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: Non-Executive Directors’ Remuneration

#### Resolution 5 – Increase Non-Executive Directors’ Fee Pool

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

*“That, for the purposes of ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of remuneration that may be paid to the Company’s non-executive directors in any financial year is increase by \$140,000, from \$360,000 to \$500,000, effective immediately.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 5 by:

- (a) any Directors of the Company or an associate of a Director, regardless of the capacity in which the vote is cast; and
- (b) as a proxy by a person who is a member of the Company’s KMP at the date of this Meeting or their closely related parties.

However, the Company will not disregard a vote if:

- > 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
- > 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:** 23 October 2015

**BY ORDER OF THE BOARD**

**Anand Sundaraj**

Joint Company Secretary

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# Explanatory Statement

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 10:00am (AEDT) on Tuesday, 24 November 2015 at the Studio Room Gate 2, Level 2, Etihad Stadium, 740 Bourke Street, Docklands 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 advisor.

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

## AGENDA

### 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 2015 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](http://www.catapultsports.com).

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](http://www.catapultsports.com).

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 2016 Annual General Meeting (**2016 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2016 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 2016 AGM. All of the Directors who were in office when the 2016 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.

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## Explanatory Statement *continued*

### Part B: Election of Directors

#### Resolution 2 – Re-Election of Mr Brent Scrimshaw as Director

#### Resolution 3 – Re-Election of Ms Rhonda O'Donnell as Director

The Company's Constitution requires that any Director appointed during the year either to fill a casual vacancy or as an addition to existing Directors, to hold office until the next general meeting and is then eligible for re-election as a Director of the Company.

Mr Scrimshaw and Ms O'Donnell were both appointed as Directors on 24 November 2014 and 3 September 2014 respectively. Under this Resolution Mr Scrimshaw and Ms O'Donnell seek re-election at this AGM.

Background details for Mr Scrimshaw are set out below:

Mr Brent Scrimshaw has over 25 years of experience in global consumer innovation, business leadership and brand management throughout a number of senior leadership roles for Nike Inc in Asia, Europe and the United States focussed on the athletic and sports industry worldwide.

Brent has held senior management roles at Nike Inc, including Vice President and Chief Executive of Western Europe; Chief Marketing Officer and Vice President of Category Businesses for Nike Europe, Middle East and Africa; and Regional General Manager of Nike's Eastern Region USA business.

As one of Nike Inc's 30 most senior leaders worldwide, Mr Scrimshaw has also served on Nike's Global Corporate Leadership Team, where he helped lead the creation of Nike's overall global operating strategy, as well as playing a senior role as key manager of the Global Commercial Operations Executive Team, which is responsible for Brand, sales and distribution strategies worldwide.

Mr Scrimshaw is also currently a non-executive director at Rhinomed Ltd (ASX:RNO), a medical technology company focussed on enhancing human efficiency through innovative respiratory technologies and products.

Background details for Ms O'Donnell are set out below:

Ms O'Donnell has extensive experience in international and local industries including telecommunications, information technology, education, government and utilities.

Ms O'Donnell has been a successful executive and board member in both the private and public sectors. She has received several industry achievement

awards, including the award for the Victorian Telstra Business Woman of the Year in 1999. Ms O'Donnell is also a non-executive director of ASX-listed Slater & Gordon (ASX:SGH) and was formerly the Managing Director of Global Customer Solutions (which is now a subsidiary of TXU (now a subsidiary of TRU)).

### Directors' recommendation

The Directors (excluding Mr Scrimshaw) recommend that Shareholders vote for Resolution 2.

The Directors (excluding Ms O'Donnell) recommend that Shareholders vote for Resolution 3.

### Part C: ASX Listing Rule 7.1A

#### Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Under Listing Rule 7.1A, certain companies may seek Shareholder approval by special resolution passed at an Annual General Meeting to have the additional capacity to issue equity securities (which must be in the same class as an existing quoted class of equity securities of the Company) which do not exceed 10% of the existing ordinary share capital without further Shareholder approval. The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1.

Approval under this Resolution 4 is sought for the Company to issue equity securities under Listing Rule 7.1A.

If Resolution 4 is approved the Company may make an issue of equity securities under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- (a) the date which is 12 months after the date of the 2015 Annual General Meeting; or
- (b) the date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking);

or such longer period if allowed by the ASX.

Accordingly, the approval given if this Resolution 4 is passed will cease to be valid on the earlier of 24 November 2016 or the date on which holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.

## Explanatory Statement *continued*

At the date of this Explanatory Statement, the Company is an 'eligible entity', and therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$$(A \times D) - E$$

where:

**A** is the number of shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of the holders of shares under Listing Rules 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval);
- (iv) less the number of fully paid shares cancelled in the 12 months.

**D** is 10%

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of Resolution 4 will be to allow the Company to issue equity securities under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at 13 October 2015, the Company has on issue 120,165,972 ordinary shares and therefore has capacity to issue:

- (a) 18,024,895 equity securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under this Resolution, 12,016,597 equity securities under Listing Rule 7.1A.

The issue price of the equity securities issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the equity securities the subject of this Resolution will be issued is 75% of the volume weighted average market (closing) price (**VWAP**) of the Company's equity securities over the 15 days on which trades in that class were recorded immediately before either:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) the date on which the securities are issued.

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted. There is a risk that:

- (a) the market price for the Company's equity securities may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- (b) the equity securities issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue.

The table set out below shows the dilution of existing Shareholders on the basis of:

- > The current market price of the Company's ordinary shares and the current number of ordinary securities as at the date of this Explanatory Statement.
- > Two examples where the number of ordinary shares on issue ("A") has increased, by 50% and 100%. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under Listing Rule 7.1 that are approved by Shareholders.
- > Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.



## Explanatory Statement *continued*

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.73 50% decrease in issue price	\$1.460 Issue Price **	\$0.73 100% increase in issue price
"A" is the current number of shares on issue 120,165,972 *** shares	10% voting dilution	12,016,597 shares	12,016,597 shares	12,016,597 shares
	Funds raised	\$8,772,115.81	\$17,544,231.62	\$35,088,463.24
"A" is a 50% increase in current shares on issue 180,248,958 *** shares	10% voting dilution	18,024,895 shares	18,024,895 shares	18,024,895 shares
	Funds raised	\$13,158,173.35	\$26,316,346.70	\$52,632,693.40
"A" is a 100% increase in current shares on issue 240,331,944 *** shares *	10% voting dilution	24,033,194 shares	24,033,194 shares	24,033,194 shares
	Funds raised	\$17,544,231.62	\$35,088,463.24	\$70,176,926.48

### Notes:

- (i) The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.
- (ii) The table assumes that no options are exercised in ordinary shares before the date of the issue of equity securities under Listing Rule 7.1A.
- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (iv) The table shows the effect of an issue of equity securities under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.
- (v) The issue of equity securities under the Listing Rule 7.1A consists only of ordinary shares. If the issue of equity securities includes options, it is assumed that those options are exercised into ordinary shares for the purposes of calculating the voting dilution effect on existing Shareholders.

\* Any issue of equity securities is required to be made in accordance with the Listing Rules. Any issue made other than under the Company's 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.

\*\* Based on the closing price of the Company's Shares on ASX on 13 October 2015.

\*\*\* Based on the Company's Share structure as at 13 October 2015.

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further Shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue. In some circumstances the Company may issue equity securities under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A, some of the purposes for which the Company may issue equity securities under Listing Rule 7.1A include (but are not limited to):

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements;
- (c) acquiring assets. In these circumstances the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets. If the Company elects to issue ordinary shares for the purpose of acquiring assets then the Company will release to the market a valuation of the assets prior to issuing the shares; and

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## Explanatory Statement *continued*

(d) paying service providers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of equity securities under Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- (a) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (b) the potential effect on the control of the Company;
- (c) the Company's financial situation and the likely future capital requirements; and
- (d) advice from the Company's corporate or financial advisors.

Offers made under Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The allocation policy the Company may adopt for a particular issue of equity securities under Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under Listing Rule 7.1A. Subject to the requirements of the Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

The Company has not previously sought Shareholder approval under Listing Rule 7.1A.

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

### **Directors' recommendation**

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

### **Part D: Non-Executive Directors' Remuneration**

#### **Resolution 5 – Increase Non-Executive Directors' Fee Pool**

In accordance with Listing Rule 10.17 and clause 26.2 of the Company's current constitution, Shareholder approval is sought to increase the maximum aggregate amount available for non-executive directors' remuneration in any financial year (**NED Fee Pool**) by \$140,000, from \$360,000 to \$500,000. The current NED Fee Pool was fixed by the Board prior to its initial public offering in December 2014, as set out in section 6.3.2.2 of the Company's prospectus dated 18 December 2014.

The Directors seek Shareholder approval to increase to NED Fee Pool as:

- > it is important to ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive directors; and
- > the size of the proposed increase would be consistent with other ASX listed entities of similar market capitalisation.

It is not intended that should this resolution be passed, the maximum aggregate of the NED Fee Pool would be utilised immediately. The proportion remaining unused will provide the Company with the ability to attract and retain high quality directors, to make any appropriate increases to the size of the Board and to increase fees in the future in line with market conditions.

It is proposed that the increase in the NED Fee Pool will take effect immediately after the Meeting.

As required by ASX Listing Rule 10.17, the Company confirms that no securities have been issued to non-executive directors in the preceding three years under Listing Rules 10.11 or 10.14.

Given the nature of this Resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on this Resolution. As noted in the Proxy Form, the Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

### **ENQUIRIES**

Shareholders are asked to contact Mr Anand Sundaraj, Company Secretary, on (+61 2) 8072 1400 if they have any queries in respect of the matters set out in these documents.

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# Glossary

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2015 Annual Report to Shareholders for the period ended 30 June 2015 as lodged by the Company with ASX on 30 September 2015.

**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 dated 10 August 2015 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.

**Company** means Catapult Group International Ltd (ACN 164 301 197) of The Clocktower, 1 Aurora Lane, Docklands VIC 3008.

**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.

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

**Notice of Meeting** or **Notice of Annual General Meeting** means this Notice of Annual General Meeting dated 23 October 2015 including the Explanatory Statement.

**Option** means an option to acquire a Share.

**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 which is also available on the Company's website at [www.catapultsports.com](http://www.catapultsports.com).

**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 key management personnel (including the Directors) details of whose remuneration are included in the Remuneration Report and any of that person's Closely Related Parties or Associates (such as close family members and any controlled companies of those persons).

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

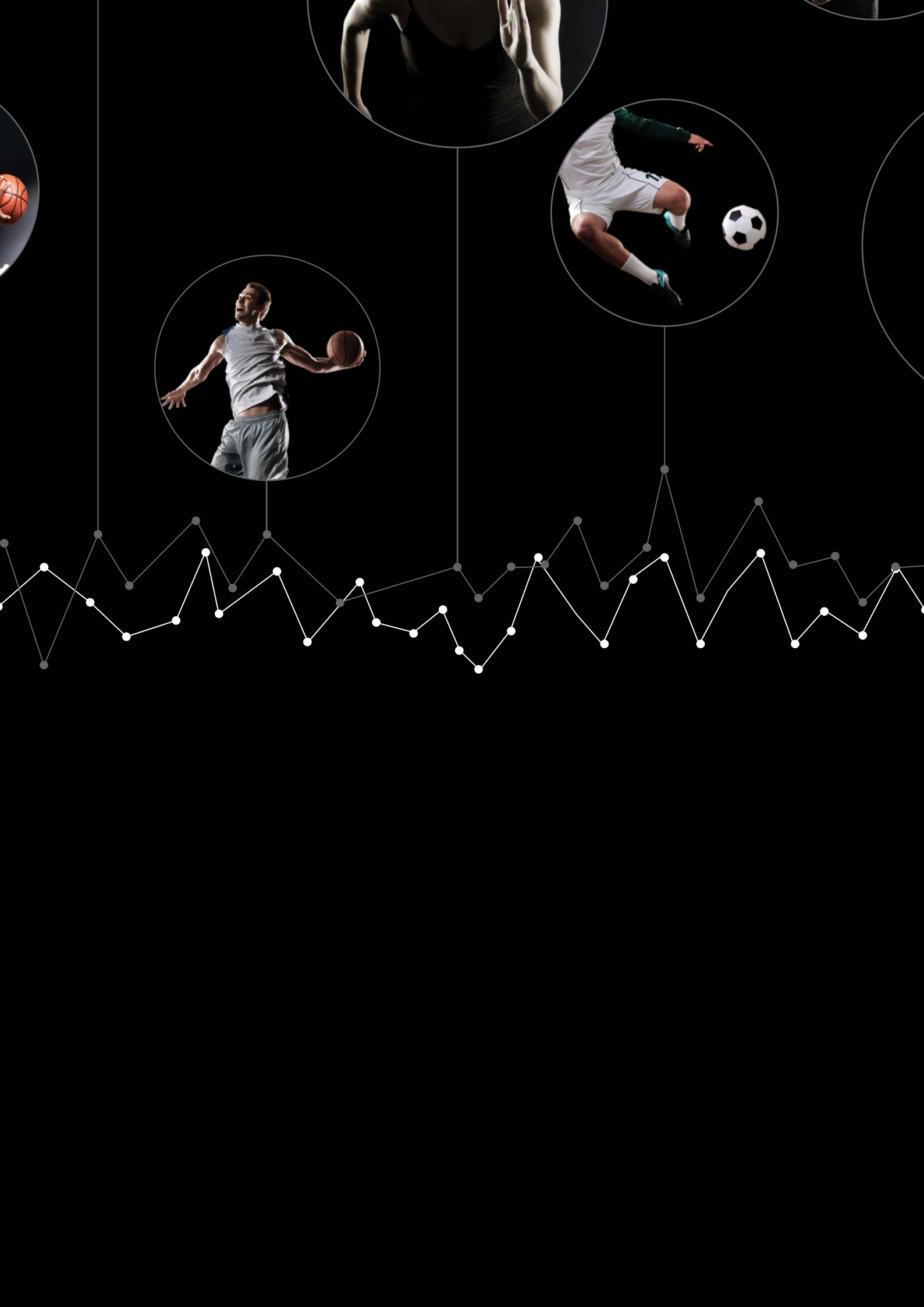
**Share** means a fully paid ordinary share in the capital of the Company.

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

**Spill Meeting** means the meeting that will be convened within 90 days of the 2016 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2016 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2016 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2016 AGM.

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





CATAPULT GROUP INTERNATIONAL LTD  
ABN 53 164 301 197



┌ 000001 000 CAT  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## 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

## Proxy Form

XX



Vote online or view the annual report, 24 hours a day, 7 days a week:

**www.investorvote.com.au**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

**Your secure access information is:**

**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 10:00am (AEDT) Sunday, 22 November 2015**

### 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 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 Ltd 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 Ltd to be held at The Studio Room, Gate 2, Level 2, Etihad Stadium, 740 Bourke Street, Docklands, VIC 3008 on Tuesday, 24 November 2015 at 10:00am (AEDT) 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 Items 1 and 5 (except where I/we have indicated a different voting intention below) even though Items 1 and 5 are 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 Items 1 and 5 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 Brent Scrimshaw as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Ms Rhonda O'Donnell as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 ASX Listing Rule 7.1A. Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Increase Non-Executive Directors' Fee Pool	<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 / /