



Catapult.

Catapult Acquires XOS and PLAYERTEK,
Launches Equity Raising

13 July 2016

Disclaimer

This document has been prepared by Catapult Group International Ltd ABN 53 164 301 197 (**Catapult**). This document has been prepared in relation to Catapult's acquisition of XOS Technologies, Inc (**XOS**) and Kodaplay Limited (**Kodaplay**) trading as PLAYERTEK (**PLAYERTEK**), Catapult's fully underwritten 1-for-10.65 accelerated non-renounceable pro-rata entitlement offer of new Catapult ordinary shares (**Shares**) to be made under section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) (**Entitlement Offer**) as modified by the Australian Securities and Investments Commission (**ASIC**), and Catapult's private placement of Shares to institutional investors (**Placement**).

The Entitlement Offer will be made to:
Eligible institutional shareholders of Catapult (**Institutional Entitlement Offer**); and
Eligible retail shareholders of Catapult (**Retail Entitlement Offer**).

Summary information

This document contains summary information about Catapult and its activities which is current as at the date of this document. The information in this document is of a general nature and does not purport to be complete nor does it contain all the information which a prospective investor may require in evaluating a possible investment in Catapult or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act.

This document should be read in conjunction with Catapult's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (**ASX**), which are available at www.asx.com.au. Certain information in this document has been sourced from XOS, PLAYERTEK and their respective associates. While steps have been taken to review that information, Catapult, the underwriter and their affiliates are not in a position to warrant its accuracy.

Not an offer

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The retail offer booklet for the Retail Entitlement Offer will be available following its lodgement with ASX. Any eligible retail shareholder who wishes to participate in the Retail Entitlement Offer should consider the retail offer booklet in deciding whether to apply under that offer. Anyone who wishes to apply for Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the retail offer booklet and the entitlement and acceptance form.

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Cooling off rights do not apply to the acquisition of Shares.

Disclaimer (continued)

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An investment in Catapult shares is subject to known and unknown risks, some of which are beyond the control of Catapult. Catapult does not guarantee any particular rate of return or the performance of Catapult. Investors should have regard to the risk factors outlined in this document when making their investment decision.

Financial data

All financial information in this document is in Australian Dollars (\$) or AUD unless otherwise stated. Investors should note that this document contains pro-forma and forecast financial information. Investors should also note that this document does not include financial statements of Catapult, XOS or PLAYERTEK.

A pro-forma statement of financial position as at 31 December 2015 has been prepared by Catapult based on the reviewed Catapult consolidated statement of financial position as at 31 December 2015 that has been released to the ASX (which was prepared in accordance with AIFRS), and the audited statement of financial position of XOS as at 31 December 2015 (which was prepared in accordance with USGAAP). A conversion of the audited statement of financial position of XOS as at 31 December 2015 from USGAAP to AIFRS has not been performed.

A pro-forma revenue and EBITDA for the 12 month period ending on 30 June 2016 has been prepared by Catapult based on:

- Catapult's reviewed consolidated statement of profit and other comprehensive income for the half-year ended 31 December 2015, and unaudited and unreviewed management accounts for the 5 months ended 31 May 2016, and Catapult's forecast for the month of June 2016 (which was prepared in accordance with AIFRS); and
- Extracts from XOS's audited consolidated statement of profit and other comprehensive income for the year ended 31 December 2015, and unaudited and unreviewed management accounts for the 5 months ended 31 May 2016, and XOS's forecast for the month of June 2016 (which was prepared in accordance with USGAAP);
- The pro-forma and forecast financial information, and the historical information, provided in this document is for illustrative purposes only and is not represented as being indicative of Catapult's views on its future financial condition and/or performance. Accordingly, investors should treat this information with appropriate caution.

Financial information in relation to the assets to be acquired pursuant to the acquisition of XOS has been derived from audited financial statements and other unaudited financial information made available by XOS in connection with the acquisition of XOS. Such financial information does not purport to comply with Article 3-05 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission. In addition, the pro-forma financial information for Catapult following the acquisition of XOS is provided for illustrative purposes only and does not purport to comply with Article 11 of Regulation S-X. Investors should also note that Catapult's results are reported under Australian International Financial Reporting Standards (AIFRS).

Investors should be aware that certain financial measures included in this document are 'non-IFRS financial information' under ASIC Regulatory Guide 230: 'Disclosing non-IFRS financial information' published by ASIC and are also 'non-GAAP financial measures' under Regulation G of the U.S. Securities Exchange Act of 1934, as amended. These measures include total revenue, recurring revenue and EBITDA, as shown on slide 27. Catapult believes the non-IFRS financial information / non-GAAP financial measures provide useful information to users in measuring the financial performance and conditions of Catapult. The non-IFRS financial information does not have a standardised meaning prescribed by Australian Accounting Standards and International Financial Reporting Standards (IFRS). Therefore, the non-IFRS financial information is not a measure of financial performance, liquidity or value under the IFRS and may not be comparable to similarly titled measures presented by other entities, and should not be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS financial information included in this document.

Future performance

This document contains certain 'forward looking statements', including but not limited to projections, guidance on future revenues, earnings, other potential synergies and estimates, the timing and outcome of the XOS and PLAYERTEK acquisitions, the outcome and effects of the Entitlement Offer and the Placement and the use of proceeds, and the future performance of XOS, PLAYERTEK and Catapult post-acquisition (Combined Group). Forward looking statements can generally be identified by the use of forward looking words such as, 'expect', 'anticipate', 'likely', 'intend', 'should', 'could', 'may', 'predict', 'plan', 'propose', 'believe', 'forecast', 'estimate', 'target', 'outlook', 'guidance', 'potential' and other similar expressions within the meaning of securities laws of applicable jurisdictions.

The forward looking statements contained in this document are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Catapult, its Directors and management, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the 'Risks' section of this document for a summary of certain general, Catapult specific and XOS and PLAYERTEK acquisition specific risk factors that may affect Catapult. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward looking statements, including the risk factors set out in this document. Investors should consider the forward looking statements contained in this document in light of those disclosures. The forward looking statements are based on information available to Catapult as at the date of this document.

Disclaimer (continued)

Future performance (continued)

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Statements made in this document are made only as the date of this document. The information in this document remains subject to change without notice.

The underwriter of the Entitlement Offer and the Placement and/ or its affiliates are also acting as financial adviser to Catapult in relation to the proposed acquisition of XOS and PLAYERTEK. Furthermore, in the course of its ordinary business, an affiliate(s) of the underwriter may execute currency or other hedging transactions with Catapult and/ or its affiliates as counterparties, including in connection with the proposed acquisition. The underwriter and/ or its affiliates may receive fees and/ or other consideration in relation to these transactions. The underwriter and/ or its affiliates may also hold securities in Catapult.

Catapult reserves the right to withdraw the Entitlement Offer or Placement or vary the timetable for the Entitlement Offer or Placement without notice.

Section 1



EXECUTIVE SUMMARY

Overview of the XOS Acquisition

- **Catapult has agreed to acquire 100% of XOS Technologies, Inc, a Delaware incorporated company (“XOS”), a US-based market leader in providing innovative digital and video analytic software solutions to elite sports teams in the United States (“XOS Acquisition”)**
 - Total cash consideration of US\$60 million (A\$80.1 million¹)
 - For FY16 (year ending June), XOS is expected to deliver US\$25.0 million (A\$34.3 million) in revenue, US\$19.6 million (A\$27.0 million) in ARR and US\$6.0 million (A\$8.3 million) in EBITDA^{2,3}
 - Acquisition price implies an estimated FY16 revenue multiple of 2.4x and FY16 EBITDA multiple of 10.0x
 - Expected completion by the end of August, subject to customary closing conditions

- **Highly compelling strategic rationale**
 - Brings together leaders of wearable and video technology, the 2 key technology pillars in elite club environments
 - Strengthens Catapult’s strategic positioning and operational platform to accelerate its expansion globally and generate significant potential synergies
 - Enables Catapult to pioneer the development of next generation products for elite sports which integrate player performance data analytics with video analytics
 - Substantially accretive to Catapult’s total revenues, recurring revenue base and EBITDA (pre-synergies) and will accelerate Catapult’s transition to positive EBITDA and free cash flow in FY17⁴

Overview of the PLAYERTEK Acquisition

- **Catapult has also agreed to acquire 100% of PLAYERTEK, a leading developer of wearable analytics software solutions for the prosumer market (“PLAYERTEK Acquisition”)**
 - Total consideration of €3.3 million (A\$4.9 million), with €2.4 million (A\$3.6 million) payable in cash and €0.9 million (A\$1.3 million) payable in scrip consideration¹
 - Expected to have an immaterial upfront financial impact for Catapult but highly strategic providing a proven commercialised solution and completing the platform to accelerate Catapult’s entry into the prosumer markets
 - Expected completion by the end of August, subject to customary closing conditions

Funding the Acquisitions

- **To fund the cash consideration and transaction costs for the XOS Acquisition and PLAYERTEK Acquisition, Catapult will:**
 - Launch an underwritten placement and accelerated pro rata non-renounceable entitlement offer to raise ~A\$100 million
 - Issue A\$1.3 million of equity to the vendors of PLAYERTEK at \$3.04 per share (to be escrowed for 24 months post completion)
- **The placement and entitlement offer will be fully underwritten by Goldman Sachs Australia Pty Ltd**

Trading Update and Financial Impact of Acquisitions

- **As released to the market on 5 July, Catapult upgraded full year FY16 guidance for units ordered and total contract value (TCV)**
 - Total units ordered of 8,354 (+63% on FY15)¹
 - Total Contract Value (TCV) of \$29.4 million (+74% on FY15)²

- **Catapult also provides additional financial guidance metrics for FY16**
 - Revenue of \$18.0 to 19.0 million (+53% to +61% on FY15)
 - ARR of \$13.0 to 14.0 million (+78% to +92% on FY15)
 - EBITDA of \$(3.8) to (4.8) million³

- **The XOS Acquisition and PLAYERTEK Acquisition will significantly enhance Catapult's financial position and long term growth potential**
 - Pro-forma for the XOS Acquisition, Catapult expects to have revenue of A\$52.3 to 53.3 million, ARR of A\$40.0 to 41.0 million, and EBITDA of A\$3.5 to 4.5 million in FY16⁴
 - The Acquisitions will enlarge Catapult's addressable market opportunities and is expected to create significant long term value for Catapult shareholders
 - In addition, these acquisitions are expected to enhance Catapult's free cash flow

1. Total Units Ordered is calculated as i) all units ordered under new capital sales agreements, plus ii) all units ordered under new subscription contracts relating to new clients, plus iii) the incremental units ordered by existing clients under new subscription contracts.

2. Total Contract Value (TCV) is calculated as the total revenue attributable to i) all new capital sales agreements, plus ii) all new subscription agreements over the full term of the contract. Excludes existing subscription agreements which have auto-renewed.

3. Refers to pro-forma figures, adjusted for one-off costs and other extraordinary items. These include litigation costs, transaction costs and STIP costs. Refer to financial data overview on slide 3 for basis of preparation of pro-forma financial information.

4. USD to AUD conversion based on average FY16 AUD:USD exchange rate of 0.728.

Section 2



CATAPULT ACQUISITION OF XOS

XOS at a Glance

A market leader in providing innovative digital and video analytic software solutions to elite sports teams in the United States

- **Market leader specialising in designing custom digital video solutions to optimise sports coaching in the US professional and college sports market**
 - Founded in 1999, XOS introduced the first digital coaching system to the professional sports market
- **Video analytics through “Thunder” product family**
 - XOS supplies a premier on premise and cloud based suite of coaching and analytics services for pro and college sports
 - Highly scalable and proven technology platform
- **Licencing business for video content to media partners**
- **Partnerships with other players in sports technology, including with Catapult, ChyronHego and GoPro**
- **Team of 87 employees** and headquartered in Boston, Massachusetts



XOS Customer Base

Extensive customer base of >400 sports organisations with a current focus on Pro and NCAA Division 1 sports

- >400 sports organisations across two distinct team sport types
 - “Play based” sports such as football and baseball
 - “Flow” sports such as ice hockey, basketball and soccer
- Strong positioning in US professional and college sports, with customer base including:
 - 24 of 32 NFL teams
 - 100+ NCAA Division 1 football programs, and all SEC, Big 10 and Pac 12 teams
 - 21 of 30 NHL teams
 - 50+ NCAA Division 1 hockey programs
 - 70+ NCAA Division 1 basketball programs
- Highly engaged and loyal customer base with average relationship tenure greater than 7 years and renewal rates greater than 101% on a revenue basis



12 of the last 15
Super Bowl
Champions



9 of the last 10
Stanley Cup
Champions



14 of the last 15
BCS Champions

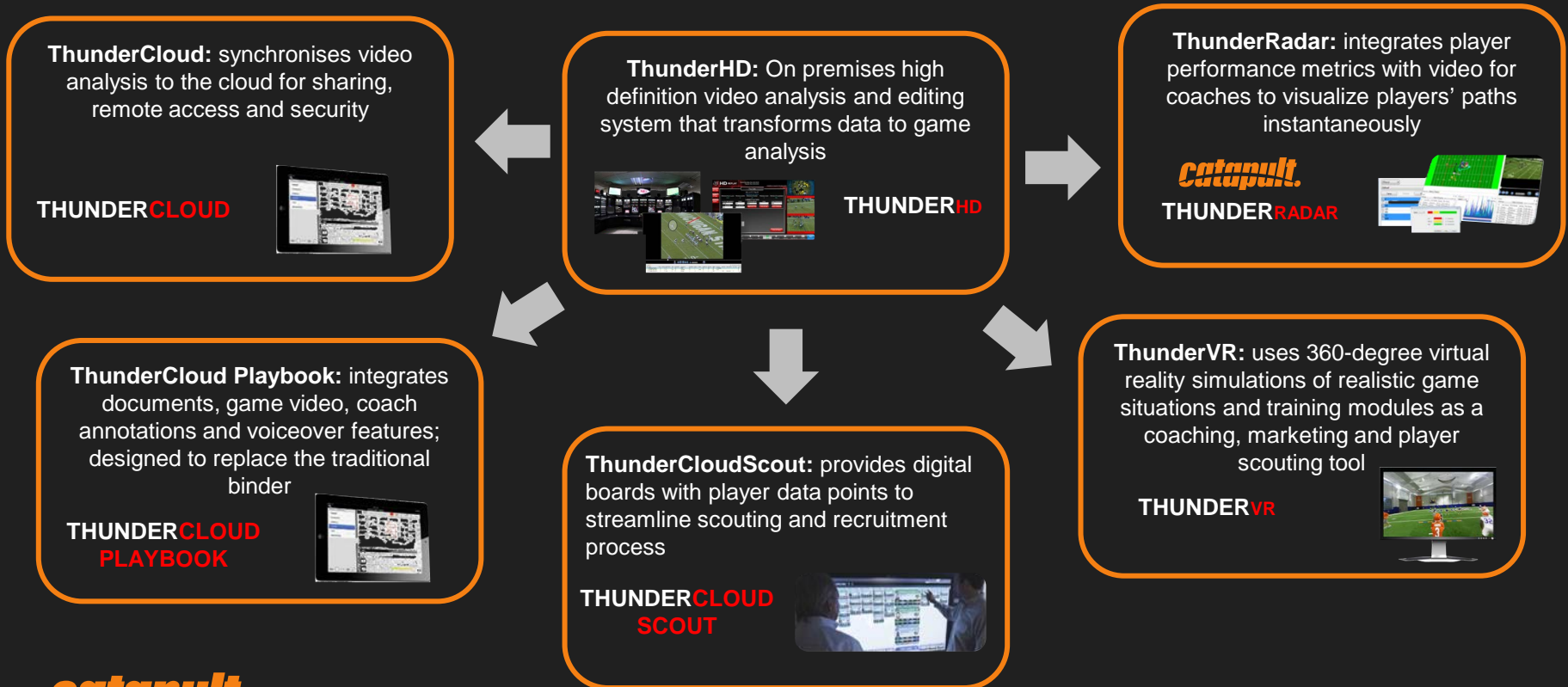


9 of the last 10
Frozen Four
Champions

XOS Thunder Product Family

Sophisticated video editing, tagging and analysis software solution for coaching staff, targeted at Pro and Division 1 NCAA programs

- Combines video, scouting and advanced analytics, creating a seamless cloud-based workflow and **owning the technology experience** for coaches, players and staff
- Components can be sold and used separately or combined for a rich ecosystem



XOS Content Licensing

Content licensing connecting customers to major media entities

- Valuable strategic relationships based on connecting a wide range of video content rights-holders with some of the largest media licensee entities in the world
- Potential to leverage relationships for both XOS and Catapult content

Licensing Partners



Example Licensing Customers

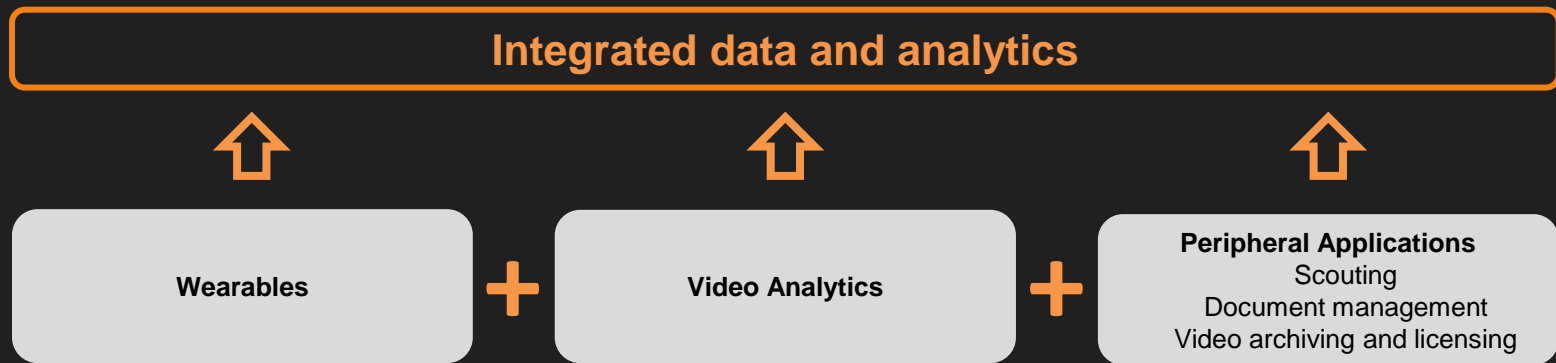


Compelling Strategic Rationale for XOS Acquisition

- 1 Brings together leaders of wearable and video technology, the 2 key technology pillars in elite club environments
- 2 Strengthens Catapult's strategic positioning and operational platform to accelerate its expansion globally and generate significant potential synergies
- 3 Enables Catapult to pioneer the development of next generation products for elite sports which integrate player performance data analytics with video analytics
- 4 Substantially accretive to Catapult's total revenues, recurring revenue base and EBITDA (pre-synergies) and will accelerate Catapult's transition to positive EBITDA and free cash flow in FY17¹

1 Bringing together the leaders of wearable and video technology, the 2 key technology pillars in club environments

Owning the athlete analytics ecosystem



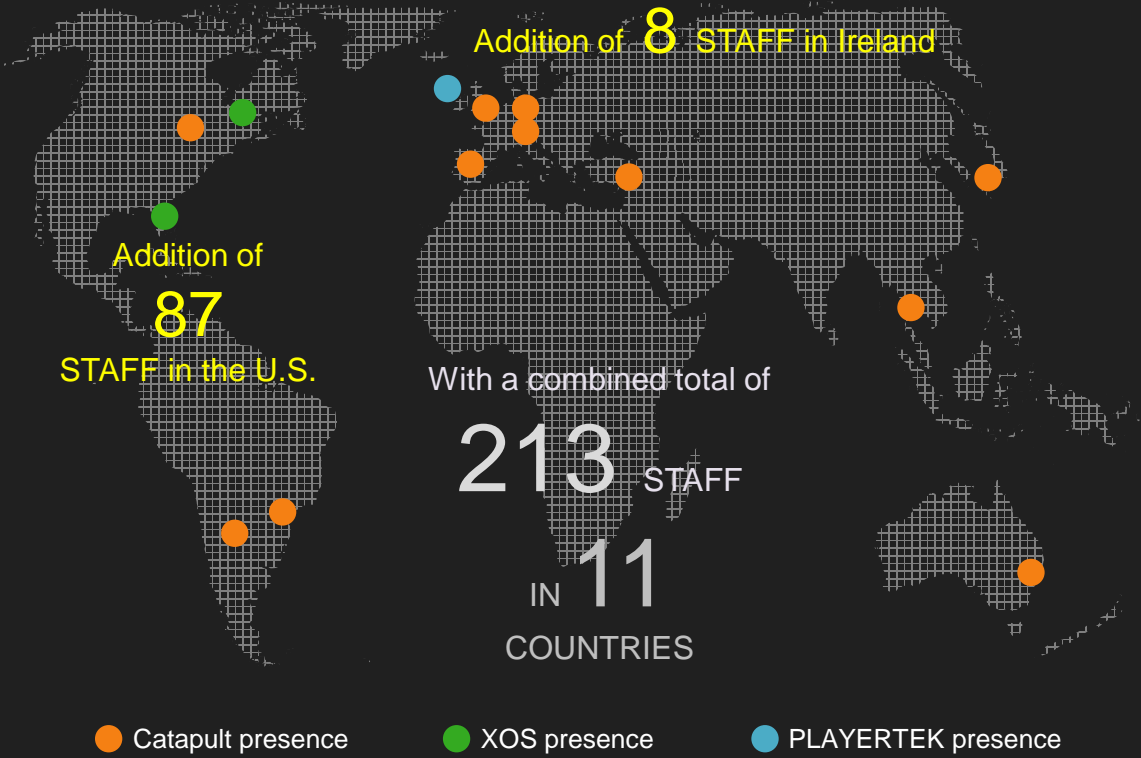
- ✓ Both product sets have large annuity revenue components, high gross margin and are sold on long term subscriptions
- ✓ Video analytics are traditionally sold to tactical coaches, whereas wearables are sold to the fitness coaches, so lock in is increased across the club
- ✓ Significant enhancement in ability to offer leagues an end-to-end solution including:
 - Extended wearable player tracking
 - Video analytics
 - Video archiving and licensing
 - Scouting and list management solutions for clubs and leagues
 - Secure document sharing

2

Strengthens Catapult's strategic positioning and operational platform...

The acquisitions will enhance Catapult's current sales and product development footprint, with the addition of 95 highly qualified and experienced personnel primarily across sales and R&D

- Addition of 21 highly seasoned sales executives who each have many years of experience in selling advanced analytics solutions to elite sports teams
- Addition of 24 product development specialists who have a strong track record of delivering new technology and product initiatives (e.g. ThunderVR, ThunderCloud Playbook)



2 ... enabling Catapult to accelerate its expansion globally and generate significant synergies

Significant potential for cross-sell opportunities to accelerate Catapult’s market penetration in the U.S., and globally in the longer term

Potential Cross-Sell Opportunity of Catapult’s Products to XOS’ Customers

- Large opportunity available in the short to medium term to cross-sell Catapult’s solutions into c.138 XOS customer teams who are not currently using any wearable tracking device
- Estimated total cross-sell opportunity for these teams c.4,549 units
- Potential further opportunity available over the longer term to leverage Catapult’s global platform and cross-sell XOS’s solutions both inside and outside the U.S.

	Non-CAT XOS Teams	Total Potential Units
NCAA Football	64	2,816
NHL	18	540
NCAA Womens Basketball	17	255
NCAA Mens Basketball	17	255
NCAA Hockey	15	375
NFL	7	308
	138	4,549



Large cross-sell opportunity

3 Enables Catapult to pioneer the development of next generation products for elite sports which integrate player performance data analytics with video analytics

Combining video and wearable answers the two key questions: “what happened?” with “why did it happen?”

Currently data from fitness and tactical sides of coaching are predominantly siloed:

- Video: answers ‘what happened’? involving review of thousands of hours of video footage
- Wearables: answers ‘why did it happen’?

Combining video and wearables allows both questions to be answered in real time – **a game changer**, allowing for example:

- automatic indexation of key tactical events to find key trends and understand what happened and why
- coaches to visualise players’ paths instantaneously allowing for immediate feedback and correction
- positional information to be repurposed into play drawings (automating the tedious process of drawing plays)
- identification of great decision makers under pressure

The Jacksonville Jaguars (NFL) completed a successful trial of a combined Catapult and XOS technology product in 2H 2015

Potential to take this **next-generation technology** into other sports and leagues in the US and globally

“Why didn't we follow team rules in setting up our defense around this stoppage?”



“Help me find great decision makers under pressure offering a video playlist of midfielders making successful passes when 2 or more defenders are within 2 m”

“Why did we keep getting shut down in the final stage of attack?”

“What is happening out of the frame of the video that's influencing this play?”



4

Substantially accretive to Catapult's total revenues, recurring revenue base and EBITDA (pre-synergies)

Profitable business with attractive recurring revenue profile similar to Catapult

XOS Financial Metrics (FY16)

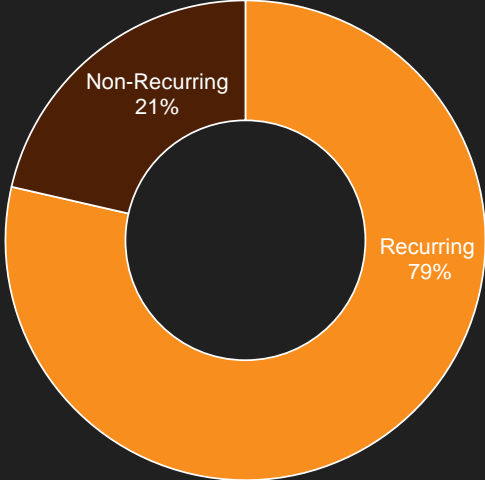
**A\$34.3 million¹
FY16 Revenue**

**A\$27.0 million¹
FY16 ARR**

**A\$8.3 million¹
FY16 EBITDA²**

XOS Revenue Mix (FY16)

□ Non-recurring revenue comprises hardware sales, installations and training



□ Recurring revenue comprises SaaS, content subscriptions and services revenues



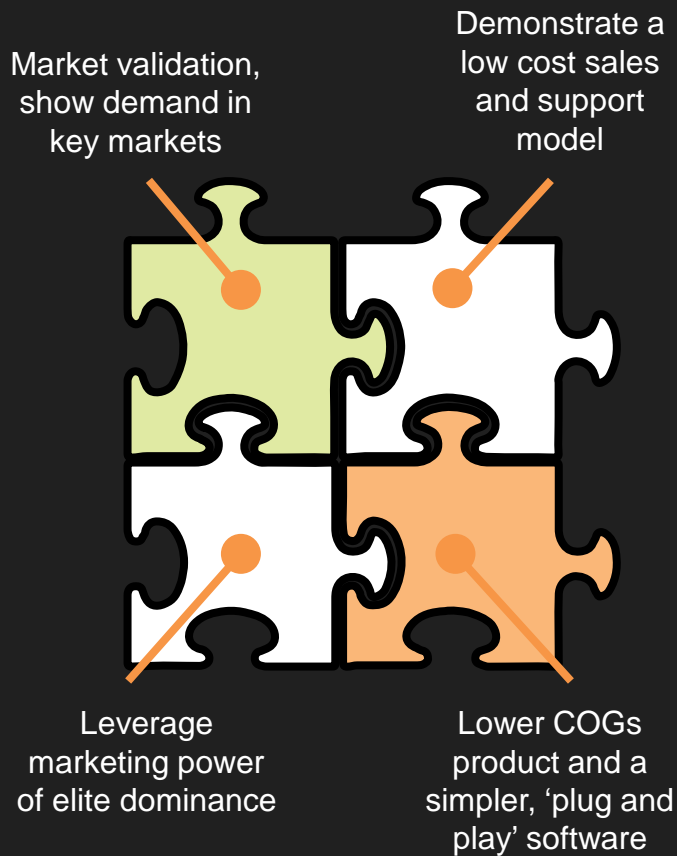
1. Financials based on XOS management financials. Calendarised to June Year End. Converted from USD to AUD based on average AUD:USD exchange rate of 0.728 over FY16. Further details in relation to the basis of preparation of pro-forma financial information are set out in slide 3.
2. Refers to pro-forma EBITDA, adjusted for one-off costs, other extraordinary items and a reclassification of R&D costs.

Section 3



ACQUISITION OF PLAYERTEK

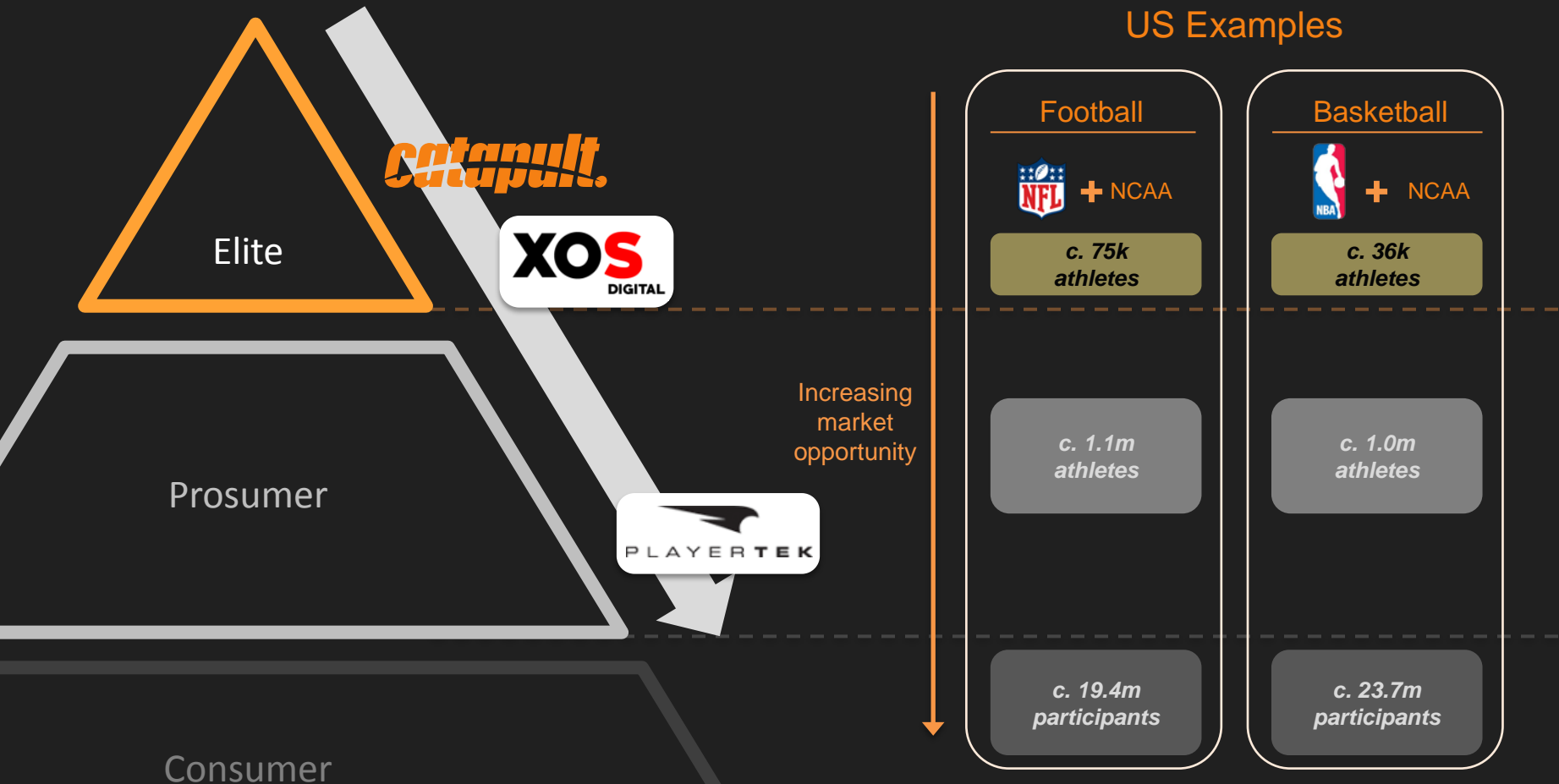
PLAYERTEK: Provides platform to accelerate Catapult's entry into the prosumer market...



- Based in Ireland, PLAYERTEK has developed wearable analytics products primarily targeted at amateur footballers and clubs / organisations
- Low costs to manufacture PLAYERTEK's products enable them to be offered at attractive price points for the prosumer market
- Over 140 teams in Europe have adopted PLAYERTEK's products since they were commercially launched in June 2015
- PLAYERTEK is expected to have an immaterial upfront financial impact for Catapult but is highly strategic providing a proven commercialised solution for Catapult to accelerate entry into the prosumer market



...leveraging the halo effect of Catapult's leading position in elite sports to enlarge the addressable market opportunity



Note: Elite includes professional leagues and NCAA Divisions I, II and III. Prosumer includes high school. Consumer includes other US sports participants. Source: Professional league data from Catapult IPO prospectus. College data from the NCAA 2014-15 Sports Sponsorship and Participation Rates Report. High school data from the 2014-15 High School Athletics Participation Survey. Consumer data from the 2013 Sports, Fitness and Leisure Activities Topline Participation Report.

Section 4



CATAPULT POST-ACQUISITIONS

Continuing to Deliver on Catapult's Strategy

The acquisitions will accelerate Catapult's strategy and deliver long-term value to Catapult shareholders



Develop the leading analytics solution for elite sports

- Strengthened position to extend leading market share and own athlete analytics across the two key pillars in wearables and video
- Complementary product offering that provides an opportunity to pioneer next generation technology



Roll out to professional and elite sporting teams globally

- Improved scale and profile to leverage relationships with the world's most powerful sports brands into consumer opportunities



Position Catapult to capitalise on future growth opportunities

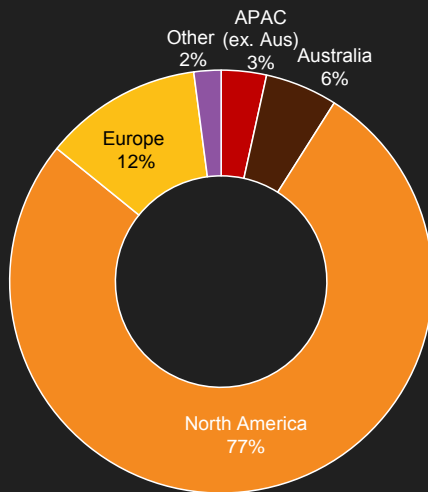
- Proven commercialised product platform to accelerate penetration into prosumer market
- Expanded relationship network with sporting leagues and global media entities to explore opportunities to monetise analytical data



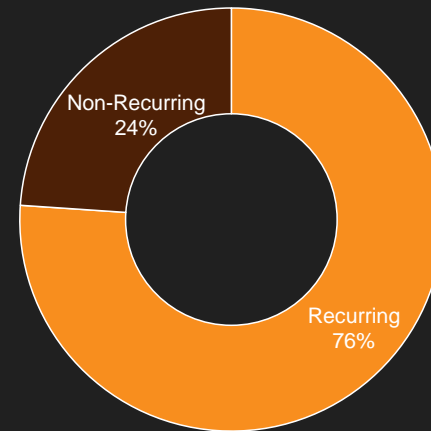
Pro-forma Revenue Splits

The acquisition of XOS will significantly increase Catapult's U.S. based revenue and recurring revenue mix

Pro-Forma Revenue by Geography (FY16)



Pro-Forma Revenue By Type (FY16)



- Recurring revenue comprises Catapult's subscription revenues and XOS' SaaS, content subscriptions and services revenues
- Non-recurring revenue comprises Catapult's capital sales revenues and XOS' hardware sales, installations and training

Catapult's Strengthened Pro-Forma Earnings and Cash Flow Profile

The XOS Acquisition will significantly increase Catapult's total revenue and EBITDA and will accelerate Catapult's transition to positive EBITDA and free cash flow in FY17¹

Catapult Standalone (FY16)

A\$18.0 – 19.0 million
FY16 Revenue

A\$13.0 – 14.0 million
FY16 ARR

A\$(3.8) – (4.8) million
FY16 EBITDA

Catapult Pro-Forma (Before Synergies)²

A\$52.3 – 53.3 million²
FY16 Pro-Forma Revenue

A\$40.0 – 41.0 million²
FY16 Pro-Forma ARR

A\$3.5 – 4.5 million²
FY16 Pro-Forma EBITDA

Note: Catapult pro-forma for XOS Acquisition only. XOS financials are XOS management financials. Calendarised to June Year End. Converted from USD to AUD based on average AUD:USD exchange rate of 0.728 over FY16. Further details in relation to the basis of preparation of pro-forma financial information are set out in slide 3.

1. Excluding one-off costs and extraordinary items.
2. Refers to pro-forma figures, adjusted for one-off costs and other extraordinary items. These include litigation costs, transaction costs and STIP costs.

Catapult's Pro-Forma Balance Sheet

Balance Sheet as at 31 December 2015 (A\$m)

	Catapult as at 31-Dec-2015	XOS as at 31-Dec-2015	Transaction Adjustments ¹	Pro-Forma Catapult & XOS Consolidated
Current Assets				
Cash and cash equivalents	8.5	0.8	10.8	20.2
Trade and other receivables	4.0	2.6	-	6.6
Inventories	2.7	0.3	-	3.0
Current tax assets	1.6	-	-	1.6
Total Current Assets	16.8	3.8	10.8	31.4
Non-Current Assets				
Other long-term financial assets	0.4	0.3	-	0.7
Property, plant and equipment	2.8	0.9	-	3.7
Goodwill and intangible assets	3.9	2.2	98.5	104.6
Deferred tax assets	3.2	-	2.0	5.3
Total Non-Current Assets	10.3	3.4	100.6	114.3
TOTAL ASSETS	27.1	7.2	111.4	145.7
Current Liabilities				
Trade and other payables	2.3	6.0	-	8.4
Other liabilities (current)	6.5	11.2	-	17.7
Employee benefits (current)	1.8	-	-	1.8
Total Current Liabilities	10.6	17.2	-	27.8
Non-Current Liabilities				
Other liabilities (non-current)	0.4	4.7	-	5.1
Employee Benefits (non-current)	0.1	-	-	0.1
Deferred Tax Liabilities	0.7	1.5	-	2.2
Total Non-Current Liabilities	1.2	6.1	-	7.3
TOTAL LIABILITIES	11.8	23.4	-	35.1
NET ASSETS	15.3	(16.2)	111.4	110.5

Note: Balance sheet is pro-forma for the XOS Acquisition only. XOS financials converted from USD to AUD based on average AUD:USD exchange rate of 0.728 over FY16. Further details in relation to the basis of preparation of pro-forma financial information are set out in slide 3.

1. Adjustments represent the proposed acquisition of XOS, including the impact of the Offer, recognition of goodwill on Acquisition and goodwill relating to tax depreciable identifiable intangible assets. Note deferred tax liability excluded from adjustments as Purchase Price Accounting not yet completed.

Section 5



ACQUISITION TERMS AND FUNDING

Acquisition Terms and Funding

Acquisition terms

Purchase price	<ul style="list-style-type: none"> □ Purchase price for XOS of US\$60 million (A\$80.1 million) to be paid as cash □ Purchase price for PLAYERTEK of €3.3 million (A\$4.9 million) with €2.4 million (A\$3.6 million) payable in cash and €0.9 million (A\$1.3 million) payable in scrip consideration¹
Funding	<ul style="list-style-type: none"> □ Cash consideration for acquisitions to be funded through the issuance of new equity
Cash component (incl. transaction costs)	<ul style="list-style-type: none"> □ Fully underwritten A\$68 million² placement to institutional and sophisticated shareholders □ Fully underwritten A\$32 million² accelerated pro rata non-renounceable entitlement offer
Timing	<ul style="list-style-type: none"> □ Both Acquisitions are expected to complete by end of August 2016

Sources and uses of funds

Sources	A\$ million	Uses	A\$ million
Fully underwritten placement ²	68	XOS purchase price	80
Fully underwritten accelerated pro rata non-renounceable entitlement offer ²	32	PLAYERTEK purchase price	4
Total	100³	Transaction costs	5
		Cash to balance sheet	11
		Total	100

Note: USD to AUD conversion based on spot exchange rate of 0.749 AUD:USD as at 8 July 2016. EUR to AUD conversion based on spot exchange rate of 0.676 as at 8 July 2016.

1. 424,579 New Shares issued based on 30 day VWAP of \$3.04 and EUR to AUD conversion based on spot exchange rate of 0.6852 as at 5pm on 12 July 2016.

2. At the Floor Price of \$2.70 per New Share.

3. \$100 million fully underwritten by Goldman Sachs Australia Pty Ltd.

Equity Raising Details

Offer structure and size

- Fully underwritten ~A\$100 million equity raising comprised of:
 - a placement to raise approximately A\$68 million¹ (“Placement”)
 - a 1-for-10.65 accelerated non-renounceable entitlement offer to raise approximately A\$32 million¹ (“Entitlement Offer”)
- ~37.0 million² new shares to be issued (“New Shares”) (equivalent to approximately 30% of existing shares on issue)
- Record Date for the Entitlement Offer is 7pm (Melbourne time) on Friday, 15 July 2016

Major shareholder participation

- Major shareholders Shaun Holthouse, Igor Van De Griendt, One Managed Investment Funds and Adir Shiffman representing approximately 61% of existing shares on issue have confirmed that they will not participate in the Entitlement Offer but remain committed to holding their diluted ownership. Their 7.1 million entitlements will be sold in the institutional bookbuild increasing the amount of New Shares available to new investors

Offer pricing

- The Placement and the Entitlement Offer will be bookbuilt from a floor price of \$2.70 per New Share (“Floor Price”) up to \$3.30 per New Share, representing at the Floor Price a:
 - 28.9% discount to the last closing price of A\$3.80 on 12 July 2016
 - 23.9% discount to TERP³ of A\$3.55 on 12 July 2016
 - 11.1% discount to 30 day VWAP of \$3.04 on 12 July 2016

Ranking

- New shares issued under the Entitlement Offer and Placement will rank equally with existing Catapult shares, however New Shares issued under the Placement do not have rights to participate in the Entitlement Offer

Underwriting

- The equity raising is fully underwritten by Goldman Sachs Australia Pty Ltd

1. At the Floor Price of \$2.70 per New Share. At \$3.30 per New Share, the Entitlement Offer raises approximately \$39 million and Placement \$61 million.

2. Fractional entitlements to New Shares rounded up to the nearest whole number of New Shares.

3. The TERP is the theoretical price at which a Catapult share will trade immediately after the ex-date for the Entitlement Offer. It is a theoretical calculation only and the actual price at which Catapult shares will trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the TERP. TERP is calculated by reference to Catapult's closing price of \$3.80 on 12 July 2016 and reflects shares issued under the Entitlement Offer and Placement.

Offer Timetable

Placement and Entitlement Offer	Date
Trading halt and open Placement and Institutional Entitlement Offer	Wed, 13-Jul 2016
Close Placement and Institutional Offer	Thu, 14-Jul 2016
Resume trading, announce results of Placement and Institutional Entitlement Offer	Friday, 15-Jul 2016
Record date (7pm Melbourne time)	Friday, 15-Jul 2016
Retail Entitlement Offer opens	Wed, 20-Jul 2016
Placement and Institutional Entitlement Offer settlement	Fri, 22-Jul 2016
Issue and quotation of New Shares under the Placement and Institutional Entitlement Offer	Mon, 25-Jul 2016
Retail Entitlement Offer closes	Thu, 04-Aug 2016
Settlement of New Shares under the Retail Entitlement Offer	Thu, 11-Aug 2016
New Shares under the Retail Entitlement Offer commence trading on ASX on a normal settlement basis	Fri, 12-Aug 2016

Section 6



APPENDIX A: RISKS

Risks

This section describes some, but not all, of the key risks associated with an investment in Catapult shares. These risks may affect the future operating and financial performance of Catapult (including the operations of XOS and PLAYERTEK and the value of Catapult shares. Before deciding whether to invest in Catapult shares, you should consider whether such an investment is suitable for you having regard to publicly available information (including this Presentation), your personal circumstances and following consultation with a financial or other professional adviser. Additional risks and uncertainties that Catapult is unaware of, or that it currently considers to be immaterial, may also become important factors that adversely affect Catapult's operating and financial performance.

You should note that the occurrence or consequences of many of the risks described in this section are partially or completely outside the control of Catapult, its directors and senior management. Further, you should note that this section focuses on the potential key risks and does not purport to list every risk that Catapult may have now or in the future. It is also important to note that there can be no guarantee that Catapult will achieve its stated objectives or that any forward looking statements or forecasts contained in this Presentation will be realised or otherwise eventuate. All potential investors should satisfy themselves that they have a sufficient understanding of these matters, including the risks described in this section, and have regard to their own investment objectives, financial circumstances and taxation position.

Nothing in this Presentation is financial product advice and this document has been prepared without taking into account your investment objectives or personal circumstances.

Risks (continued)

General Risks

Technology and hosting platforms

Catapult relies on a third party hosting provider to maintain continuous operation of its technology platforms, servers and hosting services and the cloud based environment in which Catapult provides its products. There is a risk that these systems may be adversely affected by various factors such as damage, faulting or aging equipment, power surges or failures, computer viruses, or misuse by staff or contractors. Other factors such as hacking, denial of service attacks, or natural disasters may also adversely affect these systems and cause them to become unavailable. Further, if Catapult's third party hosting provider ceased to offer its services to Catapult and Catapult was unable to obtain a replacement provider quickly, this could lead to disruption of service to the Catapult website and cloud infrastructure. This could lead to a loss of revenue while Catapult is unable to provide its services, as well as adversely affecting its reputation. This could have a material adverse effect on Catapult's financial position and performance.

Development and commercialisation of intellectual property

Catapult relies on its ability to develop and commercialise its intellectual property. A failure to develop and commercialise its intellectual property successfully would lead to a loss of opportunities and adversely impact on the operating results and financial position of Catapult. Furthermore, any third party developing superior technology or technology with greater commercial appeal in the field in which Catapult operates may harm the future prospects of Catapult.

Failure to protect intellectual property rights

Catapult's success depends, in part, on its ability to obtain, maintain and protect its intellectual property, including its patents. Actions taken by Catapult to protect its intellectual property may not be adequate, complete or enforceable and may not prevent the misappropriation of its intellectual property and proprietary information or deter independent development of similar technologies by others. Catapult may also suffer damage if former employees infringe its intellectual property rights or assert their moral rights. The granting of a patent to Catapult does not guarantee that Catapult's intellectual property is protected and that others will not develop similar technologies that circumvents such patents. There can be no assurance that any patents Catapult owns, controls or licenses, whether now or in the future, will give Catapult commercial significant protection of its intellectual property. Monitoring unauthorised use of Catapult's intellectual property rights is difficult and can be costly. Catapult may not be able to detect unauthorised use of its intellectual property rights. Changes in laws in Australia and other jurisdictions in which Catapult operates may adversely affect Catapult's intellectual property rights.

Risks (continued)

General Risks

Infringement of third party intellectual property rights

Other parties may develop and patent substantially similar or substitute products, processes or technologies to those used by Catapult, and other parties may also allege that Catapult's products incorporate intellectual property rights derived from third parties without their permission. Whilst Catapult is not the subject of any claim that its products infringe the intellectual property rights of a third party, allegations of this kind may be received in the future and, if successful, injunctions may be granted against Catapult which could materially affect the operation of Catapult and Catapult's ability to earn revenue, and cause disruption to Catapult's services. The defence and prosecution of intellectual property right lawsuits, proceedings, and related legal and administrative proceedings are costly and time-consuming, and their outcome is uncertain.

Data loss, theft or corruption

Catapult provides its services through cloud based and other online platforms. Hacking or exploitation of any vulnerability on those platforms could lead to loss, theft or corruption of data. This could render Catapult's services unavailable for a period of time while data is restored. It could also lead to unauthorised disclosure of users' data with associated reputational damage, claims by users, regulatory scrutiny and fines. Although Catapult employs strategies and protections to try to minimise security breaches and to protect data, these strategies and protections might not be entirely successful. In that event, disruption to Catapult's services could adversely impact on Catapult's revenue and profitability. The loss of client data could have severe impacts to client service, reputation and the ability for clients to use the products.

Recruitment and retention of key personnel risk

The successful operation of Catapult's business relies on an ability to attract and retain experienced personnel and for those personnel to continue to successfully innovate and develop Catapult's products. A failure to retain and continue to attract key people may adversely affect Catapult's ability to develop its products and implement its business strategies.

Industry and competition risk

The industry in which Catapult operates is highly competitive. Catapult's performance could be adversely affected if existing or new competitors reduce Catapult's market share, or its ability to expand into new market segments. Catapult's existing or new competitors may have substantially greater resources and access to more markets than Catapult. Competitors may succeed in developing alternative products which are more innovative, easier to use or more cost effective than those that have been or may be developed by Catapult. This may place pricing pressure on Catapult's product offering and may impact on Catapult's ability to retain existing clients, as well as Catapult's ability to attract new clients. If Catapult cannot compete successfully, Catapult's business, operating results and financial position could be adversely impacted.

Risks (continued)

General Risks

Manufacturing and product quality risks

Catapult currently uses third party manufacturers to produce components of its products. There is no guarantee that these manufacturers will be able to meet the cost, quality and volume requirements that are required to be met in order for Catapult to remain competitive. Catapult's products must also satisfy certain regulatory and compliance requirements which may include inspection by regulatory authorities. Failure by Catapult or its suppliers to continuously comply with applicable requirements could result in enforcement action being taken against Catapult.

As a manufacturer, importer and supplier of products, product liability risk (including claims relating to product faults), faulty products and associated recall and warranty obligations are key risks of the Catapult business. While Catapult has product liability insurance, not all claims will be covered by this and the fallout from product liability issues may be far greater than what an insurance policy is able to cover.

Ability to retain existing business and attract new business

Catapult's business is reliant on its ability to retain existing clients. As Catapult has both a capital sales and subscription fee offerings, it is exposed to the risk that existing clients will not renew their subscriptions. Catapult may fail to retain existing clients for a number of reasons, such as failure to meet client expectations, poor customer service, pricing or competition. If Catapult fails to retain existing clients, Catapult's future operating and financial performance may be adversely impacted and its reputation, and ability to attract new clients, may be damaged.

North America and Europe

There is no guarantee that Catapult will be able to retain or continue to grow its business in North America or Europe.

Release from escrow risk

Catapult has 73,377,946 ordinary shares subject to escrow requirements arising from its initial public offer. These shares will come out of escrow on 19 December 2016. At the end of the escrow period, a significant sale of shares released from escrow, or the perception that such sales have occurred or might occur, may impact the share price of Catapult.

Additional requirements for capital

Catapult's capital requirements depend on numerous factors. Depending on the amount of income generated from its operations, Catapult may require further financing in the form of debt or equity. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If Catapult is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back development and production programs, as the case may be.

Risks (continued)

General Risks

Financial information and forecasts

The forward looking statements, opinion and estimates provided in this presentation, including the Financial Forecasts, rely on various contingencies and assumptions. Various factors and risks, both known and unknown, many of which are outside the control of Catapult, may impact upon the performance of Catapult and cause actual performance to vary significantly from expected results. There can be no guarantee that Catapult will achieve its stated objectives or that forward looking statements or forecasts will prove to be accurate.

Absence of dividends

The Board of Catapult has yet to establish a dividend policy, and does not expect to pay dividends in the near term. Catapult is not currently forecasting to make a profit and, while it continues to expand its business operations, Catapult expects to continue to reinvest in its growth rather than distribute profits in the form of dividends. The ability of Catapult to pay any dividend in the future is dependent on many factors. The Board does not give any assurance regarding the payment of dividends in the future.

Economic risk

Catapult may be affected by general economic conditions. Changes in the broader economic and financial climate may adversely affect the conduct of the Catapult's operations. In particular, sustained economic downturns in key geographies where Catapult is focused may adversely affect its financial performance. Changes in economic factors affecting general business cycles, inflation, legislation, monetary and regulatory policies, as well as changes to accounting standards, may also affect the performance of Catapult.

Taxation implications

Future changes in taxation law in Australia, including changes in interpretation or application of the law by the courts or taxation authorities in Australia, may affect taxation treatment of an investment in Catapult's securities, or the holding or disposal of those securities. Further, changes in taxation law, or to the way taxation law is interpreted in the various jurisdictions in which Catapult operates, may impact Catapult's future tax liabilities.

Foreign exchange

Foreign exchange rates are particularly important to Catapult's business given the increased amount of revenue which Catapult will derive following the proposed acquisitions from overseas. Catapult's financial statements are prepared and presented in Australian dollars. Adverse movements in foreign currency markets could affect Catapult's profitability and financial position.

Risks (continued)

General Risks

Change in accounting standards

Catapult is subject to the usual business risk that there may be changes in accounting standards or its own accounting policies which have an adverse impact on it.

Key Acquisition Risks

Completion risk

Completion of the XOS Acquisition is subject to approval by 50% of all XOS stockholders and by 50% of Series C and Series D XOS stockholders, no breach of warranty by the vendors that has a material adverse effect on XOS and other customary conditions precedent. If the Underwriting Agreement is terminated prior to completion of the XOS Acquisition, Catapult has a right to terminate the XOS Acquisition and completion will not occur.

Completion of the PLAYERTEK Acquisition is subject to Catapult completing to its satisfaction the capital raising announced in this document and no legal proceedings seeking to materially restrain, prohibit or materially impede the consummation of the PLAYERTEK Acquisition.

If any of the conditions are waived and the XOS Acquisition or PLAYERTEK Acquisition proceed, there may be an adverse impact on the financial position and performance of Catapult. If the conditions are not satisfied, the XOS Acquisition or PLAYERTEK Acquisition may not proceed, and Catapult may incur significant costs and be exposed to material liabilities.

Integration risk

The XOS Acquisition or PLAYERTEK Acquisition require integration of businesses, technology, products and systems and employees that have previously operated independently. There are risks that the integration of XOS and PLAYERTEK may encounter unexpected challenges or issues including (but not limited to) delays in consents and approvals, diversion of management attention, change in management personnel, or that the acquisitions do not deliver the benefits that were expected at the time the acquisition was agreed (or delivers benefits to a lesser extent than expected). A failure to fully integrate the operations of XOS and PLAYERTEK, or a delay in the integration process, could impose unexpected costs that may adversely affect the financial performance and position of Catapult.

Risks (continued)

Key Acquisition Risks

Reliance on information provided

Catapult has undertaken a due diligence investigation process in respect of XOS and PLAYERTEK which included the review of financial and other information provided by the vendors of XOS and PLAYERTEK respectively. Despite taking reasonable efforts, Catapult has not been able to verify the accuracy, reliability or completeness of all the information which was provided to it against independent data.

Similarly, financial information in respect of the XOS Acquisition or PLAYERTEK Acquisition has been derived from audit reviewed and unaudited financial information of XOS and PLAYERTEK. Catapult is unable to verify the accuracy or completeness of this information.

If any of the data or information provided by to and relied upon by Catapult as part of the due diligence process is shown to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of XOS, PLAYERTEK and the Catapult Group may be materially different to the financial position and performance expected by Catapult and reflected in this presentation. Investors should also note that there is no assurance that the due diligence conducted was conclusive and that all material issues and risks in respect of the Proposed Acquisitions have been identified. Therefore, there is a risk that unforeseen issues and risks may arise, which may also have a material impact on Catapult.

Triggering change of control provisions

As the Proposed Acquisitions involve, in part, the acquisition of shares in companies, the Proposed Acquisitions will result in a change of control in XOS and PLAYERTEK. This could have adverse consequences for Catapult. For example, contracts with counterparties may be subject to review or termination in the event of a change of control.

Risks (continued)

Key Share and Offer Risks

Risks associated with an investment in shares

There are general risks associated with investments in equity capital. The trading price of Catapult shares may fluctuate with movements in equity capital markets in Australia and internationally. This may result in the market price for the new shares offered under the Entitlement Offer or Placement being less or more than the Offer Price. Generally applicable factors which may affect the market price of shares include:

- general movements in Australian and international stock markets;
- investor sentiment;
- Australian and international economic conditions and outlook;
- changes in interest rates and the rate of inflation;
- change in government regulation and policies;
- announcement of new technologies;
- geo-political stability, including international hostilities and acts of terrorism.

No assurances can be given that the new shares offered under the Entitlement Offer or Placement will trade at or above the Offer price. None of Catapult, its directors or any other person guarantees the market performance of the new shares.

Underwriting risk

Catapult has entered into an underwriting agreement under which Goldman Sachs have agreed to fully underwrite the Offer, subject to the terms and conditions of the underwriting agreement between the parties. If certain conditions are not satisfied or certain events occur, the underwriters may terminate the underwriting agreement. Termination of the underwriting agreement would have an adverse impact on the proceeds raised under the Offer and Catapult's sources of funding for the XOS Acquisition or PLAYERTEK Acquisition. If the underwriting agreement is terminated, Catapult may not be able to complete the XOS Acquisition or PLAYERTEK Acquisition, which may have a material adverse effect on Catapult's financial performance, financial position and share price. Catapult will have a right to terminate the Proposed Acquisitions in this event.

The underwriters' obligations to underwrite the Offer are conditional on certain matters. These matters include that the acquisition agreement for the XOS Acquisition has not been terminated, amended in a material respect, or is or becomes voidable. In addition, the occurrence of certain other events (including market disruption, hostilities, regulatory action or material adverse change) may affect the underwriter's obligation to underwrite the Entitlement Offer and the Placement at the offer price under the underwriting agreement. The ability of the underwriters to terminate the underwriting agreement in respect of some events will depend on whether the event has or is likely to have a material adverse effect on the success or settlement of the Offer, or on the business, financial position or prospectus of the Catapult group. If any such termination event occurs, the underwriter's obligation to underwrite at the offer price may cease to apply which may adversely impact the timing and success of the Entitlement Offer and Placement, the proceeds raised by Catapult and Catapult's funding for the XOS Acquisition or PLAYERTEK Acquisition.

Risks (continued)

Key Share and Offer Risks

If you do not take up entitlements you will be diluted

You should note that if you do not take up all or part of your entitlements, then you percentage shareholder in Catapult will be diluted and you will not be exposed to future increases or decreases in Catapult's share price in respect of the new shares which could have been issued to you had you taken up all of your entitlement.

Tax consequences of entitlements

The tax consequences from doing nothing may be different. Before choosing to do nothing in respect of entitlements, you should seek independent tax advice and may wish to refer to the tax disclosure contained in the Retail Offer Booklet which will provide further information on potential taxation implications for Australian shareholders.

Section 7



APPENDIX B: INTERNATIONAL SELLING RESTRICTIONS

International Selling Restrictions

International offer restrictions

This document does not constitute an offer of new ordinary shares (**Shares**) of Catapult in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorized by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). No action has been taken in Hong Kong to authorize or register this document or to permit the distribution of this document or any documents issued in connection with it. The Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under the SFO) or in other circumstances which do not result in this document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or the Companies Ordinance (Cap. 622) of Hong Kong.

No advertisement, invitation or document relating to the Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" (as defined in the SFO and any rules made under the SFO). No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice."

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **FMC Act**).

The Shares in the Entitlement Offer are not being offered to the public within New Zealand other than to existing shareholders of Catapult with registered addresses in New Zealand to whom the offer of these securities is being made in relation in reliance on the transitional provisions of the FMC Act and the Securities Act (Overseas Companies) Exemption Notice 2013.

Other than in the Entitlement Offer, the Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who is a Wholesale Investor as defined in terms of clauses 3(2) and 3(3) of Schedule 1 of the FMC Act.

International Selling Restrictions (continued)

New Zealand (continued)

The following warning statement applies in relation to those New Zealand investors who are Wholesale Investors solely by reason of the minimum amount payable by them on acceptance of the offer being at least NZ\$750,000.

Warning

The law normally requires people who offer financial products to give information to investors before they invest. This requires those offering financial products to have disclosed information that is important for investors to make an informed decision.

The usual rules do not apply to this offer because there is an exclusion for offers where the amount invested upfront by the investor (plus any other investments the investor has already made in the financial products) is NZ\$750,000 or more. As a result of this exclusion, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for this investment.

Investments of this kind are not suitable for retail investors.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

Singapore

This document has not been and will not be registered as a prospectus with the Monetary Authority of Singapore (**MAS**) and the Shares are offered by Catapult pursuant to exemptions invoked under Sections 274 and 275 of the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**). Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Shares may not be circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the SFA; (ii) to a relevant person pursuant to Section 275(1) of the SFA, or to any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions, specified in Section 275 of the SFA; or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. Investors should note there are certain on-sale restrictions (set out in, among others, Section 257 and Section 276 of the SFA) applicable to all investors who acquire the Shares pursuant to the exemptions in Section 274 or 275 of the SFA. As such, investors are advised to acquaint themselves with the SFA provisions relating to on-sale restrictions in Singapore or to consult their own professional advisers as to such on-sale restrictions, and to comply accordingly.

The contents of this document have not been reviewed by any regulatory authority in Singapore. This document may not contain all the information that a Singapore registered prospectus is required to contain. In the event of any doubt about any of the contents of this document or as to your legal rights and obligations in connection with the offer, please obtain appropriate professional advice.

International Selling Restrictions (continued)

United Kingdom

This document does not constitute a prospectus for the purpose of the prospectus rules issued by the Financial Conduct Authority of the United Kingdom (**FCA**) pursuant to section 84 of the Financial Services and Markets Act 2000 (as amended) (**FSMA**) and has not been approved by or filed with the FCA. The information contained in this document is only being made, supplied or directed at persons in the United Kingdom who are qualified investors within the meaning of section 86(7) of FSMA, and the Securities are not being offered or sold and will not be offered or sold to the public in the United Kingdom (within the meaning of section 102B of the FSMA), save in circumstances where it is lawful to do so without an approved prospectus (within the meaning of section 85 of FSMA) being made available to the public before the offer is made. In addition, in the United Kingdom no person may communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) received by it in connection with the issue or sale of any Securities except in circumstances in which section 21(1) of FSMA does not apply to the Company and this document is made, supplied or directed at qualified investors in the United Kingdom who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (as amended) (the **FPO**); or (ii) high net worth bodies corporate, unincorporated associations and partnerships and trustees of high value trusts as described in article 49 of the FPO or (iii) persons who fall within another exemption to the FPO (all such persons being **Relevant Person**). Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Each recipient is deemed to confirm, represent and warrant to the Company that they are a Relevant Person.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. Neither the New Shares nor entitlements have been, and will be, registered under the U.S. Securities Act of 1933, as amended (the U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly the New Shares may not be offered or sold within the United States, unless they have been registered under the U.S. Securities Act (which Catapult has no obligation to do or procure), or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws. This document may not be released or distributed in the United States.
