

### Retail Entitlement Offer

Catapult Group International Ltd ABN 53 164 301 197

Details of a 1 for 10.65 accelerated non-renounceable pro-rata entitlement offer of Catapult ordinary shares ("New Shares") at an offer price of \$3.00 per New Share

Retail Entitlement Offer closes at 5.00pm (Melbourne time) on Thursday, 4 August 2016

### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Retail Entitlement Offer Booklet requires your immediate attention. It is an important document which is accompanied by a personalised Entitlement and Acceptance Form and both should be read in their entirety. This Retail Entitlement Offer Booklet is not a prospectus under the Corporations Act 2001 (Cth) (Corporations Act) and has not been lodged with the Australian Securities & Investments Commission (ASIC). Please call your professional adviser or the Catapult Shareholder Information Line on 1300 850 505 (inside Australia) or +61 3 9415 5000 (outside Australia) if you have any questions.



### Important Notices

### Defined terms used in these important notices have the meaning given in this Retail Entitlement Offer Booklet.

### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

The Retail Entitlement Offer is being made pursuant to provisions of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73) which allow entitlement offers to be made without a prospectus. This Retail Entitlement Offer Booklet does not contain all of the information which may be required in order to make an informed decision regarding an application for New Shares offered under the Retail Entitlement Offer. As a result, it is important for you to carefully read and understand the information on Catapult Group International Limited ABN 53 164 301 197 (Catapult) and the Retail Entitlement Offer made publicly available, prior to accepting all or part of your Entitlement or doing nothing in respect of your Entitlement. In particular, please refer to this Retail Entitlement Offer Booklet, Catapult's half year and annual reports and other announcements lodged with ASX (including announcements which may be made by Catapult after publication of this Retail Entitlement Offer Booklet).

### This information is important and requires your immediate attention.

You should read this Retail Entitlement Offer Booklet carefully in its entirety before deciding whether to invest in New Shares In particular, you should consider the risk factors outlined in the "Risks" section of the enclosed Investor Presentation that could affect the operating and financial performance of Catapult or the value of an investment in Catapult.

The Underwriter has not authorised, permitted or caused the issue or lodgement, submission, despatch or provision of this Retail Entitlement Offer Booklet and there is no statement in this Retail Entitlement Offer Booklet which is based on any statement made by it or by any of its affiliates, related bodies corporate, officers or employees. The Underwriter and its affiliates, related bodies corporate, officers, employees and advisers expressly disclaim all liabilities in respect of, and make no representations regarding, and take no responsibility for, any part of this Retail Entitlement Offer Booklet other than references to its name and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Retail Entitlement Offer Booklet.

### Future performance and forward looking statements

This Retail Entitlement Offer Booklet contains certain forward looking statements including but not limited to projections, guidance on future revenues, earnings, estimates, the timing and outcome of the acquisition of XOS Technologies, Inc (XOS) and Kodaplay Limited trading as PLAYERTEK (Kodaplay), the outcome and effects of the entitlement offer and the institutional placement and the use of proceeds and the future performance of Catapult post-acquisition of XOS and Kodaplay. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements. Forward looking statements include those containing words such as: "anticipate", "believe", "expect", "estimate", "should", "will", "plan", "could", "may" "intends", "guidance", "project", "forecast", "target", "likely", "continue", "objectives" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Entitlement Offer and the use of proceeds, certain plans, strategies and objectives of management, expected financial performance and Catapult's debt arrangements. Any forward looking statements, opinions and estimates provided in this Retail Entitlement Offer Booklet are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of Catapult and its officers, employees, agents, associates and advisers. This includes any statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Readers are cautioned not to place undue reliance on forward-looking statements. Actual results may differ materially from those expressed or implied in such statements. Except as required by law or regulation. Catapult undertakes no obligation to update these forward-looking statements whether as a result of new information, future events or results or otherwise.

To the maximum extent permitted by law, Catapult and its officers, employees, agents, associates and advisers do not make any representation or warranty, express or implied as to the currency, accuracy, reliability or completeness of such information, or likelihood of fulfilment of any forward looking statement, and disclaim all responsibility and liability for these forward looking statements (including, without limitation, liability for negligence). Refer to the "Risks" section of the Investor Presentation for a summary of certain risk factors that may affect Catapult. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements.

The forward looking statements are based on information available to Catapult as at the date of this Retail Entitlement Offer Booklet. Except as required by law or regulation (including the ASX Listing Rules), Catapult undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

### Financial information

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

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 Retail Entitlement Offer Booklet 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 Retail Entitlement Offer Booklet 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 page 25. 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 Retail Entitlement Offer Booklet.

### Past performance

Investors should note that past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) future Catapult performance including future share price performance.

### Jurisdictions

This Retail Entitlement Offer Booklet, the accompanying Chairman's Letter, any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares have not been, and will not be, registered

under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction in the United States. The New Shares in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act. None of the Retail Entitlement Offer Booklet, the accompanying Chairman's Letter, any accompanying ASX announcements or the Entitlement and Acceptance Form may be distributed or released in the United States.

### Times and dates

Times and dates in this Retail Entitlement Offer Booklet are indicative only and subject to change. All times and dates refer to Melbourne time. Refer to the "Key Dates" section of this Retail Entitlement Offer Booklet for more details.

### Currency

Unless otherwise stated, all dollar values in this Retail Entitlement Offer Booklet are in Australian dollars (\$ or AUD).

### **Trading New Shares**

Catapult will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Catapult or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt, as to these matters you should first consult with your stockbroker, accountant or other professional adviser.

Refer to the Important Information Section for details.

### Is this booklet relevant to you?

This Retail Entitlement Offer Booklet is relevant to you if you are an Eligible Retail Shareholder.

In this Retail Entitlement Offer Booklet, references to "you" are references to Eligible Retail Shareholders and references to "your Entitlement" or "your Retail Entitlement" (or "your Entitlement and Acceptance Form") are references to the Entitlement (or Entitlement and Acceptance Form) of Eligible Retail Shareholders.

Eligible Retail Shareholders are those persons who:

- > are registered as a holder of Shares as at the Record Date, being 7.00pm (Melbourne time) on Friday, 15 July 2016;
- > have a registered address on the Catapult share register in Australia or New Zealand;
- > are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Catapult ordinary shares for the account or benefit of such person in the United States);
- > were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- > are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Refer to the Important Information – Section 1 for further details.

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### Chairman's Letter

20 July 2016

Dear Shareholder,

On behalf of the directors of Catapult Group International Limited (**Catapult**), I am pleased to invite you to participate in a fully underwritten 1 for 10.65 accelerated non-renounceable pro rata entitlement offer of ordinary shares in Catapult (**New Shares**) at an issue price of \$3.00 per New Share (**Issue Price**) to raise approximately \$35.0 million (**Entitlement Offer**). The Entitlement Offer was announced on Wednesday, 13 July 2016 and is underwritten by Goldman Sachs Australia Pty Limited.

### **Purpose of the Entitlement Offer and use of proceeds**

The proceeds of the Entitlement Offer (together with a fully underwritten \$65.0m institutional placement) (**Placement**) will be used to fund the acquisition of XOS Technologies, Inc, a market leader in providing innovative digital and video analytic software solutions to elite sports teams in the United States, for US\$60 million (A\$80.1 million¹) and the acquisition of Ireland-based Kodaplay Limited trading as PLAYERTEK, a leading developer of wearable analytics software solutions for the prosumer market, for €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 consideration² ("Acquisitions") and to provide additional working capital.

XOS is a market leader in providing innovative digital and video analytic software solutions to elite sports teams in the United States, specialising in designing custom digital video solutions to improve and optimise sports coaching operations as well as monetisation and distribution of digital media assets. XOS has a team of 87 employees and an extensive customer base of over 400 professional and college sport organisations, including 24 of 30 NFL teams, over 100 NCAA Division 1 American football programs, 21 of 32 NHL teams, and over 50 NCAA Division 1 hockey programs.

The XOS acquisition is strategically and financially compelling for Catapult's shareholders:

- > Brings together the leaders of wearable and video technology, the two 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 integrates 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 FY17 (excluding one-off costs and extraordinary items)

PLAYERTEK is a leading developer of wearable analytics software solutions for the prosumer/consumer market. This acquisition is expected to have an immaterial upfront financial impact for Catapult but is highly strategic providing a proven commercialized low-cost solution and completing the platform to accelerate Catapult's entry into the prosumer/consumer markets.

### The Entitlement Offer

Under the Entitlement Offer, eligible shareholders are invited to subscribe for 1 New Share for every 10.65 existing Catapult shares (**Entitlement**) held at 7.00pm (Melbourne time) on Friday, 15 July 2016 (**Record Date**). The Issue Price of \$3.00 per New Share represents a 21.1% discount to last close on Tuesday, 12 July 2016 and a 17.4% discount to the theoretical ex-rights price (**TERP**)<sup>3</sup>.

<sup>1</sup> USD to AUD conversion based on spot exchange rate of 0.749 AUD:USD as at 8 July 2016.

<sup>2 424,579</sup> 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.

<sup>3</sup> The Theoretical Ex-Rights Price (TERP) is the theoretical price at which Catapult shares should trade immediately after the ex-date for the entitlement offer. The TERP is a theoretical calculation only and the actual price at which Catapult shares trade immediately after the ex-date for the entitlement offer. The TERP is a theoretical calculation only and the actual price at which Catapult shares trade immediately after the ex-date for the entitlement offer.

New Shares will be fully paid and rank equally in all respects with existing Catapult ordinary shares from allotment and will be entitled to dividends on the same basis as existing shares.

This Entitlement Offer comprises an institutional component (**Institutional Entitlement Offer**) of approximately \$26.5 million and a retail component (**Retail Entitlement Offer**) of approximately \$8.5 million.

### **Retail Offer Booklet**

This Retail Offer Booklet, which relates to the Retail Entitlement Offer, provides eligible retail shareholders with the same opportunities offered to those investors who participated in the Institutional Entitlement Offer which Catapult has successfully completed, as announced on ASX on Friday, 15 July 2016. This Retail Offer Booklet contains important information about the Retail Entitlement Offer, the Acquisitions and Catapult's business.

Accompanying this Retail Offer Booklet is your personalised Entitlement and Acceptance Form which contains details of your Entitlement. If you are an eligible retail shareholder, you may do one of the following:

- > take up all or part of your Entitlement; or
- > do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

The Retail Entitlement Offer closes at 5.00pm (Melbourne Time) on Thursday, 4 August 2016 (**Closing Date**). If you are an eligible retail shareholder and wish to participate, you need to ensure that your completed personalised Entitlement and Acceptance Form and Application Monies, or your Application Monies if you pay via BPAY®, are received by the Catapult Share Registry in accordance with the instructions set out on your personalised Entitlement and Acceptance Form and in this Retail Offer Booklet before the Closing Date.

Eligible Retail Shareholders may also apply for Additional New Shares in excess of their Entitlement under the top up offer (Top Up Offer) (refer to the 'How to Apply' section of this Retail Offer Document).

Entitlements are non-renounceable and cannot be traded on ASX or on any other exchange, nor can they be privately transferred. You will not receive any value or consideration for any part of your Entitlement that lapses.

Please read this Retail Offer Booklet in its entirety and consult your financial adviser before making your investment decision. In particular you should read the "Risks" section of the Catapult Investor Presentation included in this Retail Offer Booklet which contains a summary of some of the key risks associated with an investment decision in Catapult.

If you have any questions regarding the Retail Entitlement Offer please call the Catapult Shareholder Information Line on 1300 850 505 (inside Australia) or +61 3 9415 5000 (outside Australia) at any time between 8.15am to 5.30pm during the Retail Entitlement Offer period.

On behalf of the Board and the management team of Catapult, I invite you to consider this investment opportunity and thank you your ongoing support.

Yours sincerely,

Adir Shiffman Chairman

### **Key Dates**

| Event <sup>1</sup>   | Date                     |
|--|--------------------------|
| Announcement of the Entitlement Offer  | Wednesday, 13 July 2016  |
| Record date (7pm Melbourne time)   | Friday, 15 July 2016     |
| Retail Entitlement Offer opens (9am Melbourne time)  | Wednesday, 20 July 2016  |
| Placement and Institutional Entitlement Offer settlement   | Friday, 22 July 2016     |
| Issue and quotation of New Shares under the Placement and Institutional Entitlement Offer          | Monday, 25 July 2016     |
| Retail Entitlement Offer closes  | Thursday, 4 August 2016  |
| Issue of New Shares under the Retail Entitlement Offer   | Thursday, 11 August 2016 |
| New Shares under the Retail Entitlement Offer commence trading on ASX on a normal settlement basis | Friday, 12 August 2016   |

<sup>1.</sup> Timetable is indicative only and subject to change. Catapult reserves the right to amend the timetable for the Entitlement Offer without notice at any time in agreement with the Underwriter, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, Catapult reserves the right to extend the closing date of the Retail Entitlement Offer, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares. The commencement of quotation of New Shares is subject to confirmation from ASX. Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens.

### **Enquiries**

If you have any questions, please contact the Catapult Shareholder Information Line on 1300 850 505 (inside Australia) or +61 3 9415 5000 (outside Australia) at any time between 8.15am to 5.30pm during the Retail Entitlement Offer period, or consult your stockbroker, accountant or other independent professional adviser.

www.catapultsports.com

### Summary of options available to you

If you are an Eligible Retail Shareholder (as defined in the Important Information – Section 1) you may take one of the following actions:

- > take up all or part of your Entitlement; or
- > do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

If you are a retail shareholder that is not an Eligible Retail Shareholder you are an Ineligible Retail Shareholder. Ineligible Retail Shareholders are not entitled to participate in the Offer.

| Options available to you  | Key considerations   |
|---|--|
| Entitlement or take up all of your Entitlement and participate in the Top Up Facility | You may elect to purchase New Shares at the Offer Price and also apply<br>for additional New Shares under the Top Up Facility (see the How to<br>Apply Section for instructions on how to take up your Entitlement).   |
|   | You may elect to purchase New Shares at the Offer Price but not apply<br>for additional New Shares under the Top Up Facility (see the How to<br>Apply Section for instructions on how to take up your Entitlement).  |
|   | > You may take up part of your Entitlement, the part not taken up will lapse.  |
|   | > The New Shares will rank equally in all respects with existing Shares.   |
|   | > The Retail Entitlement Offer closes at 5.00pm (Melbourne time) on Thursday 4 August 2016.  |
|   | If you do not take up all of your Entitlement, then your percentage<br>shareholding in Catapult will be diluted by not participating to the full extent<br>in the Retail Entitlement Offer.  |
| Entitlement will lapse and you will receive no value for those lapsed Entitlements    | If you do not take up your Entitlement, or if your application is not supported<br>by cleared funds, you will not be allocated New Shares and your<br>Entitlements will lapse. Your Entitlement to participate in the Retail<br>Entitlement Offer is non-renounceable and cannot be traded on ASX<br>or any other exchange, nor can it be privately transferred. |
|   | If you do not take up your Entitlement in full you will not receive any<br>payment or value for those Entitlements not taken up.   |

### Key Details of the Offer

### **Overview of the Offer**

Eligible shareholders are being offered the opportunity to purchase 1 New Share for every 10.65 existing shares (**Shares**) held as at the Record Date of 7.00pm (Melbourne time) on Friday, 15 July 2016 (**Entitlement**), at the offer price of \$3.00 per New Share (**Offer Price**).

The Entitlement Offer is comprised of three components:

- > **Institutional Entitlement Offer** eligible institutional shareholders were given the opportunity to take up all or part of their Entitlement. Entitlements under the Institutional Entitlement Offer (**Institutional Entitlements**) were non-renounceable. This process was completed on Thursday, 14 July 2016;
- > Institutional Shortfall Bookbuild Institutional Entitlements not taken up and Entitlements of ineligible institutional shareholders were sold through a bookbuild process on Thursday, 14 July 2016 (Institutional Shortfall Bookbuild); and
- > Retail Entitlement Offer Eligible Retail Shareholders (as defined in the Important Information Section 1) will be allotted Entitlements under the Retail Entitlement Offer (Retail Entitlement) which can be taken up in whole or in part. Retail Entitlements are also non-renounceable.

You have a number of decisions to make in respect of your Entitlement. You should read this Retail Entitlement Offer Booklet carefully before making any decisions in relation to your Entitlement.

### The Placement and Institutional Entitlement Offer

On Wednesday, 13 July 2016 and Thursday, 14 July 2016, Catapult successfully conducted an institutional placement (**Placement**) to raise approximately \$65.0 million and the Institutional Entitlement Offer to raise approximately \$26.5 million, at an issue price of \$3.00 per New Share. New Shares are expected to be issued under the Institutional Placement and Institutional Entitlement Offer on Monday, 25 July 2016. New Shares issued pursuant to the Placement will not carry any entitlement to participate in the Entitlement Offer.

### The Retail Entitlement Offer

Eligible Retail Shareholders (as defined in the Important Information – Section 1) are being invited to subscribe for 1 New Share for every 10.65 existing Shares held as at the Record Date at 7.00pm (Melbourne time) on Friday, 15 July 2016, at the Offer Price of \$3.00 per New Share.

You should note that not all Catapult shareholders will be eligible to participate in the offer of New Shares. Please read Important Information – Section 1.

The offer ratio and Offer Price under the Retail Entitlement Offer are the same as for the Institutional Entitlement Offer.

The Retail Entitlement Offer opens on Wednesday, 20 July 2016 and will close at 5.00pm (Melbourne time) on Thursday, 4 August 2016.

### How to Apply

### **Your Entitlement**

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 1 New Share for every 10.65 Shares you held as at the Record Date of 7.00pm (Melbourne time) on Friday, 15 July 2016. If the result is not a whole number, your Entitlement will be rounded up to the nearest whole number of New Shares.

If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

New Shares issued pursuant to the Retail Entitlement Offer will be fully paid and rank equally with existing Catapult Shares on issue.

Note: The Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up where, for example, you are holding Shares on behalf of a person in the United States (see definition of Eligible Retail Shareholder in the Important Information – Section 1).

### **Nominees**

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders (as defined in the Important Information – Section 1). Catapult does not undertake to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws. Any person in the United States or any person that is or is acting for the account or benefit of a person in the United States with a holding through a nominee may not participate in the Retail Entitlement Offer on behalf of such holders and the nominee must not take up any Entitlement or send any materials into the United States. Catapult does not undertake to advise you on any foreign laws.

### Consider the Retail Entitlement Offer in light of your particular investment objectives and circumstances

The Retail Entitlement Offer is being made pursuant to provisions of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73) which allow entitlement offers to be made without a prospectus. This Retail Entitlement Offer Booklet does not contain all of the information which may be required in order to make an informed decision regarding an application for New Shares offered under the Retail Entitlement Offer. As a result, it is important for you to carefully read and understand the information on Catapult and the Retail Entitlement Offer made publicly available, prior to accepting all or part of your Entitlement or doing nothing in respect of your Entitlement. In particular, please refer to this Retail Entitlement Offer Booklet, Catapult's half year and annual reports and other announcements lodged with ASX (including announcements which may be made by Catapult after publication of this Retail Entitlement Offer Booklet).

Please consult with your stockbroker, accountant or other independent professional adviser if you have any queries or are uncertain about any aspect of the Retail Entitlement Offer. You should also refer to the "Risk" section in the Investor Presentation released to ASX on Wednesday, 13 July 2016 which is included in this Retail Entitlement Offer Booklet.

### **Options available to you**

If you are an Eligible Retail Shareholder, you may do any one of the following:

- > take up all of your Entitlement and also apply for additional New Shares under the Top Up Facility;
- > take up all of your Entitlement but not apply for additional New Shares under the Top Up Facility;
- > take up part of your Entitlement, the part not taken up will lapse; or
- > do nothing, in which case all of your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

### How to Apply continued

### If you wish to take up all of your Entitlement or take up all of your Entitlement and participate in the Top Up Facility

If you decide to take up all of your Entitlement, or take up all of your Entitlement and participate in the Top-Up Facility, please either:

- > complete and return the personalised Entitlement and Acceptance Form with the requisite Application Monies; or
- > pay your Application Monies via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form,

in each case, so that they are received by the Share Registry by no later than 5.00pm (Melbourne time) on Thursday, 4 August 2016.

If you apply to take up all of your Entitlement, you may also apply for additional New Shares under the Top Up Facility. Amounts received by Catapult in excess of the Offer Price multiplied by your Entitlement may be treated as an Application to apply for as many additional New Shares as your Application Monies will pay for in full.

If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

If you take up all of your Entitlement or apply for additional New Shares under the Top Up Facility and if your application is successful (in whole or in part) you will be issued your New Shares on or about Thursday 11 August 2016. Catapult's decision on the number of New Shares to be issued to you will be final. Additional New Shares under the Top Up Facility will only be allocated to Eligible Retail Shareholders if available and to the extent that Catapult so determines, in its absolute discretion. If you apply for additional New Shares, there is no guarantee that you will be allocated any additional New Shares.

Any New Shares not taken up by the Closing Date may be made available to those Eligible Retail Shareholders who took up their full Entitlement and applied for additional New Shares under the Top Up Facility. There is no guarantee that such Shareholders will receive the number of New Shares applied for under the Top Up Facility, or any. New Shares will only be allocated to Eligible Retail Shareholders if available and then only if and to the extent that Catapult so determines, in its absolute discretion.

Catapult also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if Catapult believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to Catapult's satisfaction.

### If you wish to take up part of your Entitlement

If you decide to part of your Entitlement, and allow the balance to lapse, please either:

- > complete and return the personalised Entitlement and Acceptance Form with the requisite Application Monies; or
- > pay your Application Monies via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form,

in each case, so that they are received by the Share Registry by no later than 5.00pm (Melbourne time) on Thursday, 4 August 2016.

Catapult will treat you as applying for as many New Shares as your payment will pay for in full. If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

If you take up and pay part of your Entitlement before the close of the Retail Entitlement Offer you will be issued your New Shares on or about Thursday, 11 August 2016. Catapult's decision on the number of New Shares to be issued to you will be final.

Catapult also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if Catapult believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to Catapult's satisfaction.

### If you take no action

If you take no action you will not be allocated New Shares and your Entitlement will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Eligible Retail Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

Eligible Retail Shareholders who do not participate fully in the Retail Offer will have their percentage holding in Catapult reduced. All shareholders, including those Eligible Retail Shareholders who participate in the Retail Entitlement Offer, will have their percentage holding in Catapult reduced by the Institutional Placement and the placement of Shares to the vendors of Kodaplay as part consideration for that acquisition.

### **Payment**

The method of acceptance of the Retail Entitlement Offer will depend on your method of payment being:

- > by BPAY®; or
- > by cheque, bank draft or money order.

Cash payments will not be accepted. Receipts for payment will not be issued.

Catapult will treat you as applying for as many New Shares as your payment will pay for in full.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

### Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Reference Number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

- > you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations, representations and warranties on that personalised Entitlement and Acceptance Form and in the Important Information Section of this Retail Entitlement Offer Booklet; and
- > if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (Melbourne time) on Thursday, 4 August 2016. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment.

Please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only use the CRN specific to the Entitlement on that Entitlement and Acceptance Form.

Any Application Monies received for more than your final allocation of New Shares will be refunded on or around Monday, 15 August 2016 (except for where the amount is less than \$1.00 in which case it will be donated to a charity chosen by Catapult). No interest will be paid on any Application Monies received or refunded.

### How to Apply continued

### Payment by cheque, bank draft or money order

For payment by cheque, bank draft or money order, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, payable to "Catapult Group International Limited" and crossed "Not Negotiable".

Your cheque, bank draft or money order must be:

- > for an amount equal to \$3.00 multiplied by the number of New Shares that you are applying for; and
- > in Australian currency drawn on an Australian branch of a financial institution. Payment cannot be made in New Zealand dollars. New Zealand resident shareholders must arrange for payment to be made in Australian dollars.

You should ensure that sufficient funds are held in the relevant account(s) to cover the Application Monies as your cheques will be processed on the day of receipt. If the amount of your cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your personalised Entitlement and Acceptance Form in full, you will be taken to have applied for such lower number of whole New Shares as your cleared Application Monies will pay for (and taken to have specified that number of New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your application will not be accepted.

Any Application Monies received for more than your final allocation of New Shares will be refunded on or around Monday, 15 August 2016 (except for where the amount is less than \$1.00 in which case it will be donated to a charity chosen by Catapult). No interest will be paid on any Application Monies received or refunded.

### Mail

To participate in the Retail Entitlement Offer, your payment must be received no later than the close of the Retail Entitlement Offer, on 5.00 pm (Melbourne time) on Thursday, 4 August 2016. If you make payment via cheque, bank draft or money order you should mail or hand deliver your completed personalised Entitlement and Acceptance Form together with Application Monies using the reply paid or self-addressed envelope provided with this Retail Entitlement Offer Booklet, or deliver to:

### By mail

Catapult International Limited
C/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001
Australia

Personalised Entitlement and Acceptance Forms and Application Monies will not be accepted at Catapult's registered or corporate offices, or other offices of the Share Registry.

As described above, where you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form, and must complete the relevant Entitlement and Acceptance Form for each separate Entitlement you hold.

### Representations by acceptance

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY®, you will be deemed to have represented to Catapult that you are an Eligible Retail Shareholder and:

- > acknowledge that you have read and understand this Retail Entitlement Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- > agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Entitlement Offer Booklet, and Catapult's constitution;
- > authorise Catapult to register you as the holder(s) of New Shares allotted to you;
- > declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- > declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- > acknowledge that once Catapult receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- > agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY®, at the Offer Price per New Share;
- > authorise Catapult, the Underwriter, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- > acknowledge and agree that:
  - determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement
     Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Catapult and/or the Underwriter;
  - each of Catapult and the Underwriter, and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- > represent and warrant (for the benefit of Catapult, the Underwriter and each of their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an ineligible institutional shareholder under the Institutional Entitlement Offer and are otherwise eligible to participate in the Retail Entitlement Offer;
- > declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- > acknowledge that the information contained in this Retail Entitlement Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- > acknowledge that this Retail Entitlement Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Catapult and is given in the context of Catapult's past and ongoing continuous disclosure announcements to ASX;
- > acknowledge the statement of risks in the "Risks" section of the Catapult Investor Presentation included in the ASX Offer Announcements Section of this Retail Entitlement Offer Booklet, and that investments in Catapult are subject to risk;
- > acknowledge that none of Catapult, the Underwriter, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Catapult, nor do they guarantee the repayment of capital;

### How to Apply continued

- > agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- > authorise Catapult to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- > represent and warrant (for the benefit of Catapult, the Underwriter and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- > represent and warrant that the law of any place does not prohibit you from being given this Retail Entitlement Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- > represent and warrant that you and each person on whose account you are acting are not in the United States;
- > you and each person on whose account you are acting understand and acknowledge that the New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction in the United States and accordingly that the New Shares may not be offered, sold or otherwise transferred to, persons in the United States or to persons who are acting for the account or benefit of a person in the United States except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws. You further acknowledge that the New Shares may only be offered, sold or resold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the Securities Act;
- > you are subscribing for Entitlements and/or purchasing New Shares outside the United States (i.e. in an "offshore transaction" (as defined in Rule 902(h) under the Securities Act) in compliance with Regulation S under the Securities Act);
- > you have not and will not send this Retail Entitlement Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any person acting for the account or benefit of a person in the United States or any other country outside Australia and New Zealand;
- > agree that if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions exempt from, or not subject to, the registration requirements of the Securities Act; notwithstanding the foregoing, after the quotation of the New Shares commences, you may sell such New Shares in regular way transactions on the ASX or otherwise where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or a person acting for the account or benefit of a person in the United States; and
- > if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Retail Entitlement Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Retail Entitlement Offer to any such person.

### **Enquiries**

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions, please contact the Catapult Shareholder Information Line on 1300 850 505 (inside Australia) or +61 3 9415 5000 (outside Australia). The Catapult Shareholder Information Line will be open from 8.15am to 5.30pm (Melbourne time), during the Retail Entitlement Offer period. Alternatively, you can access information about the Retail Entitlement Offer online at www.catapultsports.com. If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

### ASX Offer Announcements

### Offer Launch Announcement dated 13 July 2016



Market Release 13 July 2016

### Catapult Acquires XOS Technologies, Inc. and PLAYERTEK, Launches Equity Raising

- Catapult today announces the acquisition of XOS Technologies, Inc ("XOS"), a market leader in providing
  innovative digital and video analytic software solutions to elite sports teams in the United States, for US\$60 million
  (A\$80.1 million¹) (the "XOS Acquisition").
- Compelling strategic rationale for the XOS Acquisition, bringing together the leaders in both wearable and video
  technology, which are regarded as the two key technology pillars in elite club environments. This will strengthen
  Catapult's strategic positioning and operational platform to accelerate its global expansion and generate significant
  potential synergies. It will also enable Catapult to pioneer the development of next generation products for elite
  sports, integrating player performance data analytics and video analytics.
- The XOS Acquisition is expected to be substantially accretive to Catapult's total revenues, recurring revenue base, and earnings before interest, taxes, depreciation and amortisation ("EBITDA") pre-synergies, and will accelerate Catapult's transition to positive EBITDA and free cash flow in FY17.<sup>2</sup>
- Catapult also announces the separate acquisition of Ireland-based Kodaplay Limited trading as PLAYERTEK, a leading developer of wearable analytics software solutions for the prosumer market, for €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 consideration³ (the "PLAYERTEK Acquisition"). The acquisition is expected to have an immaterial upfront financial impact for Catapult but is highly strategic for the Company, delivering a proven, commercialised solution and completing the platform to accelerate Catapult's entry into prosumer markets globally.
- To finance the Acquisitions and provide additional working capital, Catapult is today launching a fully underwritten
  placement and entitlement offer to raise up to approximately A\$100 million (the "Equity Raising"). Goldman Sachs
  Australia Pty Ltd is acting as sole underwriter and bookrunner for the Equity Raising.
- As released to the market on 5 July, Catapult upgrades its full year FY16 guidance for units ordered to 8,354 and total contract value ("TCV") to \$29.4 million. Today Catapult also advises that it expects to achieve revenue of A\$18.0 to 19.0 million, annual recurring revenue ("ARR") of A\$13.0 to 14.0 million and EBITDA of A\$(3.8) to (4.8) million<sup>4</sup> for FY16.

### **Overview of the XOS Acquisition**

### Transaction Summary

Catapult Group International Limited (Catapult, ASX: CAT) is pleased to announce it has today entered into an agreement to acquire 100% of the shares in XOS, a market leader in providing innovative digital and video analytic software solutions to elite sports teams in the United States, for a total cash consideration of US\$60 million (A\$80.1 million¹), on a cash-free and debt-free basis.

Based on management estimates, XOS is expected to deliver US\$25.0 million (A\$34.3 million) in revenue, US\$19.6 million (A\$27.0 million) in annualised recurring revenue ("ARR"), and US\$6.0 million (A\$8.3 million) in EBITDA $^5$  in the 12 months to 30 June 2016 ("FY16"). The acquisition price implies a transaction multiple of 2.4x FY16 revenue and 10.0x FY16 FBITDA.

The XOS Acquisition is expected to:

substantially increase ARR;

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

<sup>&</sup>lt;sup>3</sup> 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.

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

Refers to pro-forma EBITDA, adjusted for one-off costs, other extraordinary items and a reclassification of R&D costs.

<sup>&</sup>lt;sup>6</sup> 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.

### ASX Offer Announcements continued



- substantially increase EBITDA pre-synergies and accelerate Catapult's transition to positive EBITDA and free cash flow in FY17<sup>2</sup>; and
- · create significant long term value for Catapult shareholders.

The XOS Acquisition is subject to customary closing conditions and is expected to complete by the end of August 2016.

### Company Overview

Founded in 1999 and headquartered in Boston, Massachusetts, XOS is a market leader in providing innovative digital and video analytic software solutions to elite sports teams in the United States, specialising in designing custom digital video solutions to improve and optimise sports coaching operations as well as monetisation and distribution of digital media assets. XOS has a team of 87 employees and an extensive customer base of over 400 professional and college sport organisations, including 24 of 32 NFL teams, over 100 NCAA Division 1 American football programs, 21 of 30 NHL teams, and over 50 NCAA Division 1 hockey programs.

XOS' flagship product is XOS Thunder, a suite of video coaching and analysis software designed for professional and college sporting teams in the US, and currently used primarily in football and hockey leagues. XOS Thunder is a scalable technology platform offering integrated on-premise and cloud deployment. XOS also operates a licensing business in partnership with US college sports teams (NCAA) to provide licensed video content to customers.

Catapult and XOS have had an existing strategic partnership since June 2015. Catapult views the acquisition of XOS as a logical next step in the partnership that will accelerate Catapult's expansion in the US professional and college sports market by enabling the highly complementary product offering of both wearable and video technologies.

### Strategic Rationale

The XOS Acquisition is strategically and financially compelling for Catapult's shareholders as it:

- Brings together the leaders of wearable and video technology, the two 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 and video analytics; and
- Is 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 FY17.<sup>2</sup>

Commenting on the acquisition of XOS, Shaun Holthouse, Catapult Chief Executive Officer, said "This acquisition is highly complementary with Catapult's strategic focus of cementing its position as the global market leader of analytics solutions for elite sports. The addition of XOS will substantially enhance Catapult's sales network and capabilities in the US, accelerating our strategy to increase penetration of our analytic solutions in the largest addressable market in the world for elite sports."

Mr Holthouse added, "Furthermore, the acquisition leaves Catapult ideally positioned to develop the next generation of technology solution for elite sports that will combine player performance data analytics with video analytics. This combination will provide sporting teams with a whole new level of insight to assist in reducing injuries and enhancing performance. We believe that the strategic, operational and financial synergies of the business combination will substantially increase the long-term value for Catapult's customers and shareholders."

### **Overview of the PLAYERTEK Acquisition**

Catapult is also pleased to announce today the separate acquisition of Kodaplay Limited trading as PLAYERTEK, a leading developer of wearable analytics software solutions for the prosumer market for  $\leq$ 3.3 million (A\$4.9 million), with  $\leq$ 2.4 million (A\$3.6 million) payable in cash and  $\leq$ 0.9 million (A\$1.3 million) payable in scrip consideration.<sup>7</sup> The PLAYERTEK Acquisition is subject to customary closing conditions and is expected to complete by the end of August 2016.

This acquisition is expected to have an immaterial upfront financial impact for Catapult but is highly strategic, delivering a proven commercialised low-cost solution and completing the platform from which Catapult will spearhead its entry into the prosumer market.

<sup>&</sup>lt;sup>7</sup> 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





On the PLAYERTEK Acquisition, Mr Holthouse said "PLAYERTEK provides amateur athletes an excellent, low cost, simple 'plug-and-play' software solution which has already been adopted by more than 140 teams in Europe since their commercial launch in June 2015. Catapult's acquisition of PLAYERTEK fits perfectly into our strategy to leverage the halo effect from our established leadership position in the elite sports market to expand into the prosumer market, which will substantially enlarge our global addressable market opportunity."

### **Catapult Trading Update**

As released to the market on 5 July, Catapult upgrades full year FY16 guidance for units ordered to 8,354 and total contract value ("TCV") to \$29.4 million.

Today Catapult also provides the additional financial guidance that it expects to achieve revenue of A\$18.0 to 19.0 million, ARR of A\$13.0 to 14.0 million and EBITDA of A\$(3.8) to (4.8) million<sup>8</sup> for FY16.

### **Equity Raising**

To finance the XOS Acquisition and PLAYERTEK Acquisition and provide additional working capital, Catapult has today announced the Equity Raising of up to approximately A\$100 million comprising:

- An approximately A\$68 million<sup>9</sup> placement to institutional investors ("Placement") within the company's placement capacity under ASX Listing Rule 7.1 and 7.1A.
- A 1-for-10.65 accelerated non-renounceable pro-rata entitlement offer ("Entitlement Offer") to raise approximately A\$32 million<sup>9</sup> from existing shareholders of Catapult; and

The issue price ("Issue Price") for both the Entitlement Offer and the Placement will be determined through a variable price bookbuild from an underwritten floor price ("Floor Price") of A\$2.70 per new share ("New Share") up to A\$3.30 per New Share which represents at the Floor Price a 28.9% discount to the last close price of A\$3.80 on 12 July 2016 and a 23.9% discount to the theoretical ex-rights price ("TERP")<sup>10</sup> and an 11.1% discount to 30 day VWAP of A\$3.04 on 12 July

The Placement and Entitlement Offer have been fully underwritten by the sole underwriter and lead manager, Goldman Sachs Australia Pty Ltd.

Major shareholders Shaun Holthouse, Igor Van De Griendt, funds managed by the Aura Group and Adir Shiffman representing 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.

Catapult's shares will remain in trading halt today and tomorrow while the Placement and institutional component of the Entitlement Offer is conducted. Trading in Catapult's shares is expected to recommence normal trading on Friday, 15 July or such other time as the completion of the Placement and the institutional component of the Entitlement Offer is announced to the market.

### **Shareholder Approval**

The ASX has provided in-principle advice to Catapult that shareholder approval will not be required under the ASX Listing Rules for the XOS Acquisition or PLAYERTEK Acquisition.

### **Shareholder Enquiries**

Eligible retail shareholders will be sent further details about the Entitlement Offer via the Retail Offer Booklet to be lodged with ASX and dispatched on or around Wednesday, 20 July. The retail component of the Entitlement Offer will be priced at the Issue Price, in line with the institutional component of the Entitlement Offer and the Placement.

Neters to pro-form injuries, adjusted for one-off costs and other extraordinary items. These include lingation costs, transaction costs and STIP costs.

Nat the Floor Price of \$2.70.

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.



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

### ASX Offer Announcements continued



Retail shareholders who have any questions regarding the Retail Entitlement Offer should contact the Catapult Shareholder Information Line on 1300 850 505 (inside Australia) or +61 03 9415 5000 (outside Australia) at any time between 8.15am to 5.30pm during the Retail Entitlement Offer period.

### **Further Information**

For further details regarding the Acquisition and the Equity Raising, shareholders are advised to refer to the investor presentation released to the ASX. The investor presentation contains important information including important notices and key risks that may affect Catapult.

Goldman Sachs acted as exclusive financial adviser and sole underwriter to Catapult, while DLA Piper acted as legal adviser.

For media and investor enquiries please contact:

### Media

Nicholas Owens Director, Sefiani Communications Group Ph: +61 2 8920 0700 Mob: +61 421 977 062

### **Investors**

Bevin Shields Head of Investor Relations, Catapult Group International Ph: +61 (0) 2 9199 8855

-Ends-

### **About Catapult**

Catapult is an Australian multinational corporation that is revolutionising the way professional and elite athletes worldwide are being monitored and analysed in training and competition.

Developed in Australia in conjunction with the Australian Institute of Sport, Catapult's wearable athlete tracking platform has become the most widely accepted solution globally. As of February 2016, over 900 elite and professional teams are customers of Catapult's solution, completing in the largest and most prestigious sporting codes. Despite this market share, catapult estimates only a small fraction of all elite and professional athletes currently have any wearable solution in place.

Some of Catapult's recent championship winning clients include:

- Hawthorn Football Club (AFL, Australia)
- Golden State Warriors (NBA, USA)
- Denver Broncos (NFL, USA)
- Leicester City FC (English Premier League, UK)
- Bayern Munich (Bundesliga, Germany)
- North Queensland Cowboys (NRL, Australia)
- Saracens RFC (Premiership Rugby, UK)

For a more detailed list of our clients please visit <a href="http://www.catapultsports.com.au/au/clients/">http://www.catapultsports.com.au/au/clients/</a>

With major offices in Australia, the United States and the United Kingdom and 118 staff in more than 10 countries, Catapult is an Australian technology success story with a global footprint that is committed to advancing the way data is used in elite sports.

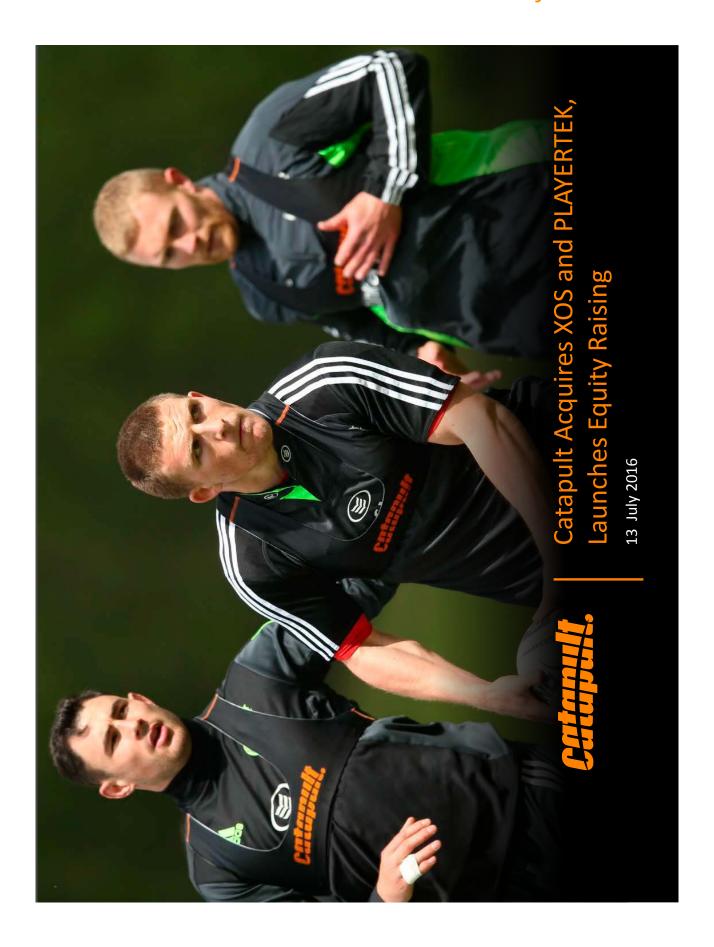
For more information on Catapult, please visit:

 $Investor\ Centre-\underline{http://www.catapultsports.com/au/investors/}$ 

Website – www.catapultsports.com



### Investor Presentation dated 13 July 2016



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 Kodapjay Limited (Kodapjay) 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 (Ch) (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:

Disclaimer

Eligible institutional shareholders of Catapult (Institutional Entitlement Offer); and

Eligible retail shareholders of Catapult (Retail Entitlement Offer).

### nmary informatio

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.

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 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 underwriter and their affiliates are not in a position to warrant its accuracy.

### of On Office

This document is not a prospectus, product disclosure statement or other offering document under Australian law (and will not be lodged with ASIC) or any other law. This document is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction Entitement 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. The retail offer booklet for the Retail

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This document does not constitute investment or financial product advice (nor tax, accounting or legal advice) or any recommendation to acquire entitlements or Shares and does not and will not form any

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# Disclaimer (continued)

### tment risk

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.

### ab laisua

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 as at 31 December 2015 (which was prepared in accordance with AIFRS), and the audited statement of financial position of XOS as at 31 December 2015 from USGAAP). A conversion of the audited statement of financial position of XOS as at 31 December 2015 from USGAAP). A conversion of the audited statement of financial position of XOS as at 31 December 2015 from USGAAP.

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.

mission. 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 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 S-X. Investors should also note that Catapult's results are reported under Australian International Financial Reporting Standards (AIFRS)

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 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 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 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 nonof Cataputl. The non-IFRS financial information does not have a standardised meaning prescribed by Australian Accounting Standards and International Financial Reporting Standards (IFRS). Therefore, Investors should be aware that certain financial measures included in this document are hon-IFRS financial information under ASIC Regulatory Guide 230: 'Disclosing non-IFRS financial information

### ure 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 postacquisition (Combined Group). Forward looking statements can generally be identified by the use of forward looking words such as, 'expect, 'anticipate', 'lintend', 'should', 'chould', 'may, 'predict' estimate, 'target', outbook', 'guidance', 'potential' and other simiar expressions within the meaning of securities laws of applicable jurisdictions

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 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 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



# Disclaimer (continued)

### ure pertormance (contin

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### ast performan

Investors should note that past performance, including pro-forma historical information in this document, is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) future Catapult performance including future share price performance. The pro-forma historical information is not represented as being indicative of Catapult's views on its future financial

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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. 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

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







### a US-based market leader in providing innovative digital and video analytic software solutions to elite sports Catapult has agreed to acquire 100% of XOS Technologies, Inc, a Delaware incorporated company ("XOS" teams in the United States ("XOS Acquisition")

Overview of the XOS Acquisition

- Total cash consideration of US\$60 million (A\$80.1 million<sup>1</sup>)
- 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<sup>2,3</sup>
- 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 FY17<sup>4</sup>



USD to AUD conversion based on spot exchange rate of 0.749 AUD:USD as at 8 July 2016.
 Refers to pro-forma EBITDA, adjusted for one-off costs, other extraordinary items and a reclassification of R&D costs.
 ISD to AIID conversion based on average FY16 AIID ISD exchange rate of 0.728

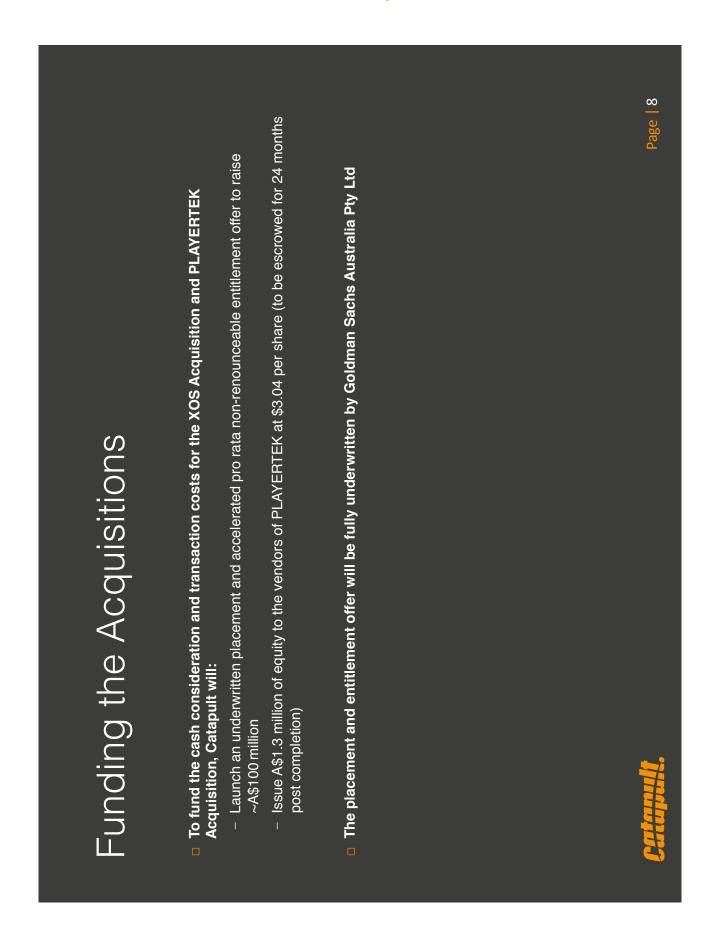
3. USD to AUD conversion based on average FY16 AUD:USD exchange rate

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# 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
- commercialised solution and completing the platform to accelerate Catapult's entry into the prosumer markets Expected to have an immaterial upfront financial impact for Catapult but highly strategic providing a proven
- Expected completion by the end of August, subject to customary closing conditions





### 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)
- Total Contract Value (TCV) of \$29.4 million (+74% on FY15)<sup>2</sup>
- 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) million<sup>3</sup>
- 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

- dinary items. These include litigation costs, transaction costs and STIP costs. Refer to financial
  - data overview on a USD to AUD conv





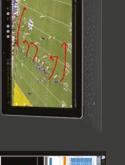
### XOS at a Glance

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

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







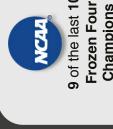


# Extensive customer base of >400 sports organisations with a current focus on Pro and **NCAA Division 1 sports**

XOS Customer Base

- >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







**BCS Champions** 14 of the last 15

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

ThunderCloud: synchronises video analysis to the cloud for sharing, remote access and security



THUNDER



ThunderCloud Playbook: integrates annotations and voiceover features; designed to replace the traditional documents, game video, coach









coaches to visualize players' paths performance metrics with video for ThunderRadar: integrates player system that transforms data to game definition video analysis and editing ThunderHD: On premises high



analysis

instantaneously

THUNDER

**THUNDER** 



ThunderVR: uses 360-degree virtual situations and training modules as a reality simulations of realistic game coaching, marketing and player scouting tool



**ThunderCloudScout:** provides digital

streamline scouting and recruitment

boards with player data points to



THUNDER process

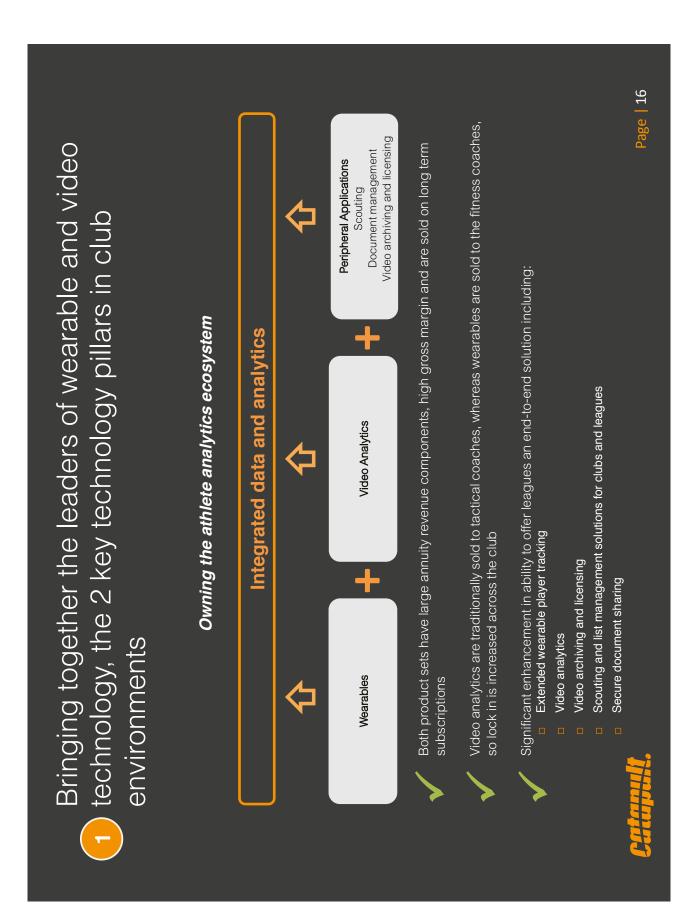
<sup>2</sup>age | 13



## Compelling Strategic Rationale for XOS Acquisition

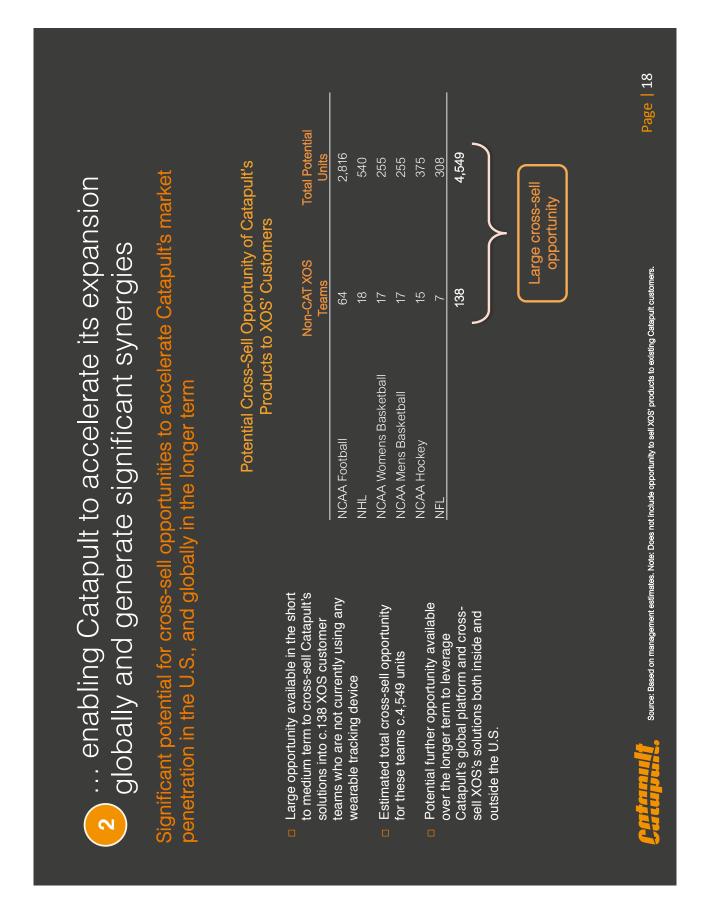
- Brings together leaders of wearable and video technology, the 2 key technology pillars in elite club environments
- Strengthens Catapult's strategic positioning and operational platform to accelerate its expansion globally and generate significant potential synergies 8
- products for elite sports which integrate player performance data Enables Catapult to pioneer the development of next generation analytics with video analytics က
- 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 FY17<sup>1</sup>





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





### 3

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

# 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

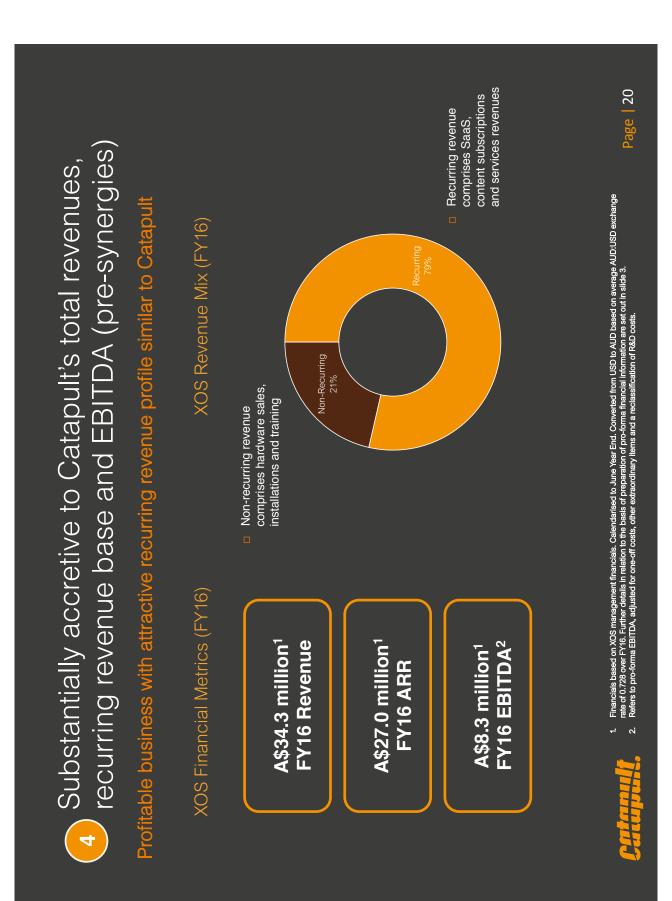
- Video: answers 'what happened'? involving review of thousands of hours of video footage
- Wearables: answers 'why did it happen'?

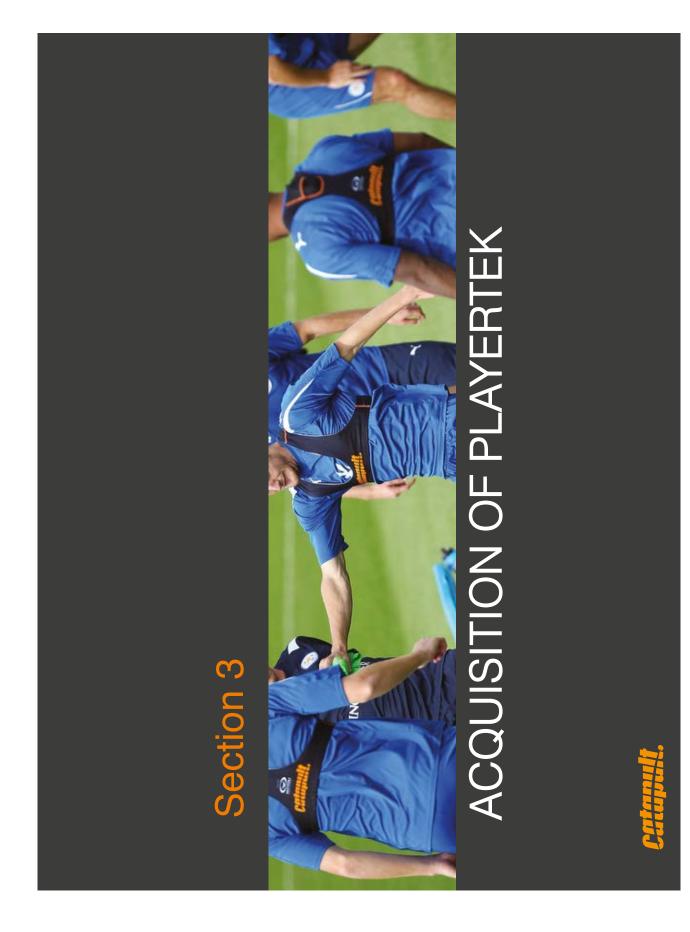
Combining video and wearables allows both questions to be answered in real time – a game changer, allowing for example:

- 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 eagues in the US and globally





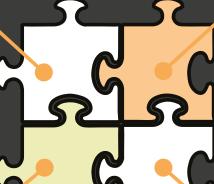


# PLAYERTEK: Provides platform to accelerate Catapult's entry into the prosumer market...

Market validation, show demand in key markets

Demonstrate a low cost sales and support





of elite dominance marketing power Leverage

Lower COGs

simpler, 'plug and product and a play' software

analytics products primarily targeted at amateur footballers and Based in Ireland, PLAYERTEK has developed wearable clubs / organisations Low costs to manufacture PLAYERTEK's products enable them to be offered at attractive price points for the prosumer market

products since they were commercially launched in June 2015 Over 140 teams in Europe have adopted PLAYERTEK's

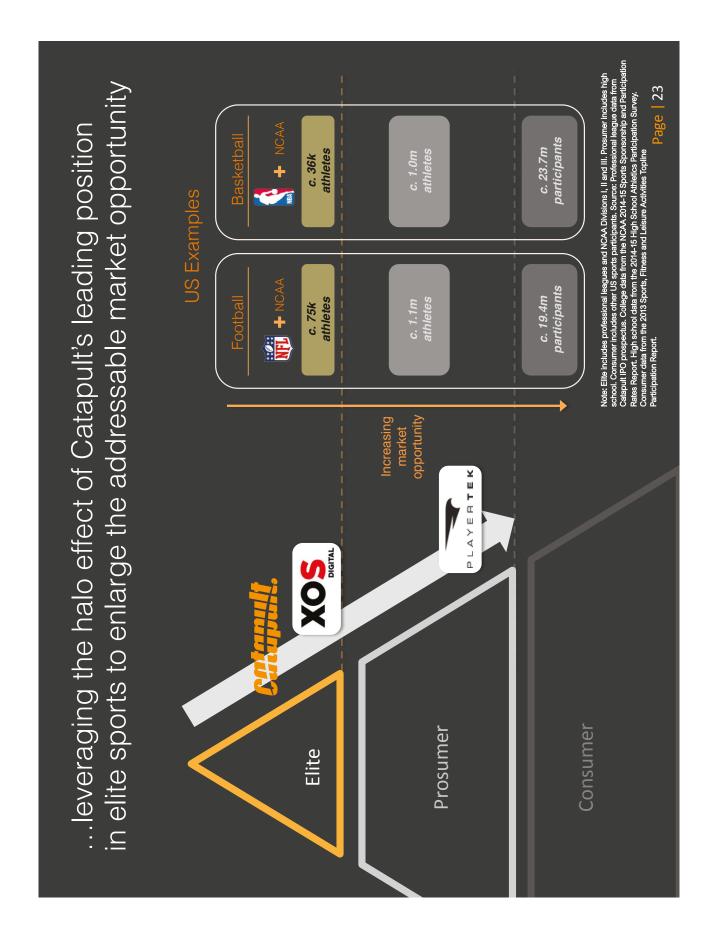
proven commercialised solution for Catapult to accelerate entry financial impact for Catapult but is highly strategic providing a PLAYERTEK is expected to have an immaterial upfront













# Continuing to Deliver on Catapult's Strategy

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



XOS DIGITAL

> Develop the leading analytics solution for elite sports

Roll out to professional and elite sporting teams globally

Position Catapult to capitalise on future growth opportunities

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

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

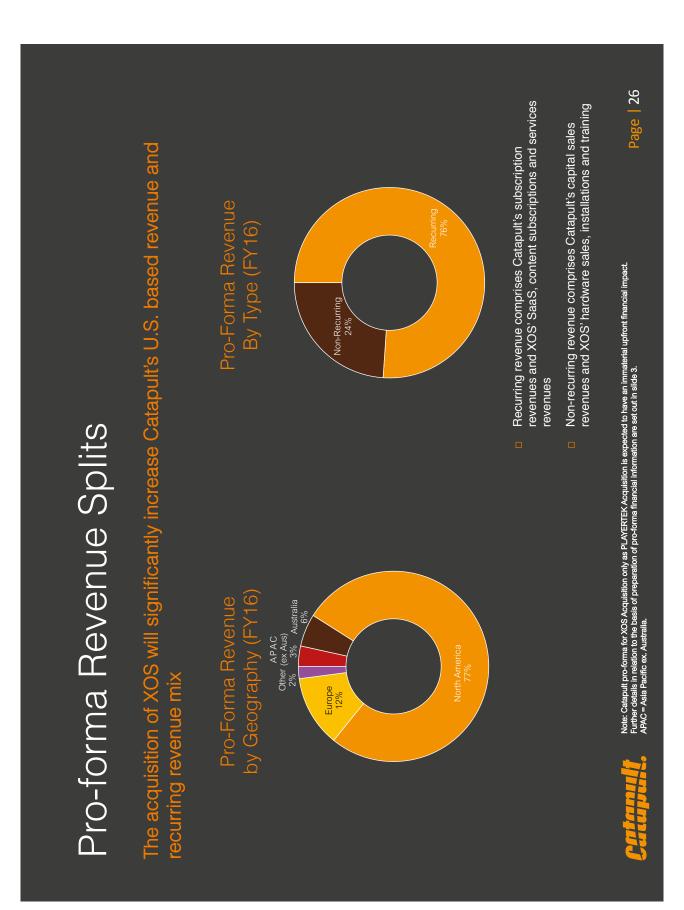
Proven commercialised product platform to accelerate penetration into prosumer market

Expanded relationship network with sporting leagues and global media entities to explore opportunities to monetise analytical data

>

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

The XOS Acquisition will significantly increase Catapult's total revenue and EBITDA and vill accelerate Catapult's transition to positive EBITDA and free cash flow in FY17

Catapult Standalone (FY16)

Catapult Pro-Forma (Before Synergies)<sup>2</sup>

A\$18.0 – 19.0 million FY16 Revenue A\$13.0 - 14.0 million **FY16 ARR**  A\$(3.8) – (4.8) million **FY16 EBITDA** 

FY16 Pro-Forma Revenue A\$52.3 – 53.3 million<sup>2</sup>

**A\$40.0 – 41.0 million<sup>2</sup>** FY16 Pro-Forma ARR

FY16 Pro-Forma EBITDA A\$3.5 - 4.5 million<sup>2</sup>



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 silde 3.

costs and other extraordinary Items. These include litigation costs, transaction costs and STIP costs

| Catapult's Pro-Forma Balance Sheet   | o-Forma                          | Balan                    | ce Sheet  |                                    |
|--|----------------------------------|--------------------------|---|------------------------------------|
| Balance Sheet as at 31 De  | et as at 31 December 2015 (A\$m) | 3m)<br>xos<br>1-bec-2015 | Transaction Pro-Fon<br>Adjustments <sup>1</sup> C | rma Catapult & XOS<br>Consolidated |
| lents<br>rables  | 8.5<br>4.0<br>2.7<br>1.6         | 0.8<br>0.3               | 10.8  | 20.2<br>6.6<br>3.0<br>1.6          |
| Total Current Assets   | 16.8                             | 3.8                      | 10.8  | 31.4                               |
| Non-Current Assets Other long-term financial assets Property, plant and equipment Goodwill and intangible assets Deferred tax assets | 0.4<br>3.9<br>3.2                | 0.3<br>0.9<br>-          | -<br>98.5<br>2.0                                  | 0.7<br>3.7<br>104.6<br>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<br>Trade and other payables<br>Other liabilities (current)<br>Employee benefits (current)                        | 2.3<br>1.8<br>8.5                | 6.0<br>11.2              |   | 8.4<br>17.7<br>1.8                 |
| Total Current Liabilities  | 10.6                             | 17.2                     |   | 27.8                               |
| Non-Current Liabilities<br>Other liabilities (non-current)<br>Employee Benefits (non-current)<br>Deferred Tax Liabilities            | 0.4<br>0.1<br>0.7                | 4.7                      |   |                                    |
| 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 PY16. Further details in relation to the basis of preparation of pro-forma financial information are set out in silde 3.

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



| Acquisition Terms and Funding  | Terms and   | Funding   |   |
|--|---|---|---|
| Acquisition terms  |   |   |   |
| Purchase price   | <ul><li>Purchase price for XOS</li><li>Purchase price for PLAY</li><li>million) payable in cash a</li></ul>   | 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 consideration | as cash<br>62.4 million (A\$3.6<br>scrip consideration¹ |
| Funding  | <ul><li>Cash consideration for a</li></ul>  | Cash consideration for acquisitions to be funded through the issuance of new equity   | ce of new equity  |
| Cash component<br>(incl. transaction costs)  | ☐ Fully underwritten A\$68   ☐ Fully underwritten A\$32   | Fully underwritten A\$68 million <sup>2</sup> placement to institutional and sophisticated shareholders<br>Fully underwritten A\$32 million <sup>2</sup> accelerated pro rata non-renounceable entitlement offer  | sticated shareholders<br>tble entitlement offer         |
| Timing   | □ Both Acquisitions are ex  | Both Acquisitions are expected to complete by end of August 2016  |   |
| Sources and uses of funds  | nds<br>A\$ million  | Uses  | A\$ million   |
| Fully underwritten placement <sup>2</sup>  | 89  | XOS purchase price  | 80  |
| Fully underwritten accelerated pro rata non-renounceable entitlement offer <sup>2</sup>                                      | rata<br><sub>r</sub> 2 32   | PLAYERTEK purchase price Transaction costs  | 4 r.  |
| Total  | 1003  | Cash to balance sheet   | T   |
|  |   | Total   | 100   |
| Note: USD to AUD conversion based<br>8 July 2016.<br>1. 424,579 New Shares issued bas<br>2. At the Floor Price of \$2.70 pen | : USD to AUD conversion based on spot exchange rate of 0.749 AUD:1<br>by 2016.<br>424,579 New Shares issued based on 30 day VWAP of \$3.04 and EUR<br>At the Floor Price of \$2.70 per New Share. | d 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 sed 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. New Share. | ate of 0.676 as at 12 July 2016.                        |

# **Equity Raising Details**

Fully underwritten ~A\$100 million equity raising comprised of:

Offer structure and size

a placement to raise approximately A\$68 million1 ("Placement")

a 1-for-10.65 accelerated non-renounceable entitlement offer to raise approximately A\$32 milion¹ ("Entitlement Offer" ~37.0 million<sup>2</sup> 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

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. Major shareholders Shaun Holthouse, Igor Van De Griendt, One Managed Investment Funds and Their 7.1 million entitlements will be sold in the institutional bookbuild increasing the amount of New Shares available to new investors

> Major shareholder participation

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

Offer pricing

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

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

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

Underwriting

Ranking

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.
Fractional entitlements to New Shares rounded up to the nearest whole number of New Shares.
The TERP is the theoretical price at which a Cataputi share will trade immediately after the ex-date for the Entitlement Offer. It is a theoretical calculation only and the actual price at which Cataputi 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 Cataput'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<br>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<br>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    |
|  |                     |
| Note: Dates and times are indicative only and are subject to change.                               | Page   32           |



## should consider whether such an investment is suitable for you having regard to publicly available information (including this Presentation), your personal circumstances 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 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 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 immaterial, may also become important factors that adversely affect Catapult's operating and financial performance.

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 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 contained in this Presentation will be realised or otherwise eventuate. All potential investors should satisfy themselves that they have a sufficient understanding of these the future. It is also important to note that there can be no quarantee that Catapult will achieve its stated objectives or that any forward looking statements or forecasts 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

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# Risks (continued)

## General Risks

Technology and hosting platforms

the Catapult website and cloud infrastructure. This could lead to a loss of revenue while Catapult is unable to provide its services, Catapult relies on a third party hosting provider to maintain continuous operation of its technology platforms, servers and hosting 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 misuse by staff or contractors. Other factors such as hacking, denial of service attacks, or natural disasters may also adversely services and the cloud based environment in which Catapult provides its products. There is a risk that these systems may be as well as adversely affecting its reputation. This could have a material adverse effect on Catapult's financial position and

> Development and commercialisation of intellectual property

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

Failure to protect intellectual property

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



# Risks (continued)

### General Risk

Infringement of third party intellectual property rights

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

## Data loss, theft or corruption

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

### Recruitment and retention of key personnel risk

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

## Industry and competition risk

competitors reduce Catapult's market share, or its ability to expand into new market segments. Catapult's existing or new competitors The industry in which Catapult operates is highly competitive. Catapult's performance could be adversely affected if existing or new 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 may have substantially greater resources and access to more markets than Catapult. Competitors may succeed in developing esults and financial position could be adversely impacted.

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# Risks (continued)

## General Risks

nspection by requiatory authorities. Failure by Catapult or its suppliers to continuously comply with applicable requirements could 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 Catapult currently uses third party manufacturers to produce components of its products. There is no guarantee that these result in enforcement action being taken against Catapult. Manufacturing and product quality

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

# Ability to retain existing business Catapu and attract new business it is exp

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 Catapult's future operating and financial performance may be adversely impacted and its reputation, and ability to of reasons, such as failure to meet client expectations, poor customer service, pricing or competition. If Catapult fails to retain attract new clients, may be damaged. existing clients,

## North America and 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.

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

## Additional requirements for capital

Catapult may require further financing in the form of debt or equity. Any additional equity financing will dilute shareholdings, and debt Catapult's capital requirements depend on numerous factors. Depending on the amount of income generated from its operations, 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.



| ontinued)    | 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. | 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 given any assurance regarding the payment of dividends in the future. | 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. | 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 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. | Page   38 |
|--------------|---|---|--|--|--|-----------|
| Risks (conti | Financial information and forecasts   | Absence of dividends  | Economic risk  | Taxation implications  | Foreign exchange   | Catapail  |

# 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.

### 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 precedent. If the Underwriting Agreement is terminated prior to completion of the XOS Acquisition, Catapult has a right to terminate stockholders, no breach of warranty by the vendors that has a material adverse effect on XOS and other customary conditions 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 integration process, could impose unexpected costs that may adversely affect the financial performance and position of Catapult. 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 (or delivers benefits to a lesser extent than expected). A failure to fully integrate the operations of XOS and PLAYERTEK, or a delay in management personnel, or that the acquisitions do not deliver the benefits that were expected at the time the acquisition was agreed challenges or issues including (but not limited to) delays in consents and approvals, diversion of management attention, change in



# Risks (continued)

## Key Acquisition Risks

Reliance on information provided

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

ncomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of XOS, PLAYERTEK this presentation. Investors should also note that there is no assurance that the due diligence conducted was conclusive and that all and the Catapult Group may be materially different to the financial position and performance expected by Catapult and reflected in material issues and risks in respect of the Proposed Acquisitions have been identified. Therefore, there is a risk that unforeseen 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 ssues 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.



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# Risks (continued)

# Key Share and Offer Risks

Risks associated with an investment

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

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

to the terms and conditions of the underwriting agreement between the parties. If certain conditions are not satisfied or certain events Catapult has entered into an underwriting agreement under which Goldman Sachs have agreed to fully underwriter the Offer, subject Acquisition. If the underwriting agreement is terminated, Catapult may not be able to complete the XOS Acquisition or PLAYERTEK adverse impact on the proceeds raised under the Offer and Catapult's sources of funding for the XOS Acquisition or PLAYERTEK the underwriters may terminate the underwriting agreement. Termination of the underwriting agreement would have an 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.

agreement. The ability of the underwriters to terminate the underwriting agreement in respect of some events will depend on whether agreement for the XOS Acquisition has not been terminated, amended in a material respect, or is or becomes voidable. In addition, position or prospectus of the Catapult group. If any such termination event occurs, the underwriter's obligation to underwrite at the The underwriters' obligations to underwrite the Offer are conditional on certain matters. These matters include that the acquisition 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 offer price may cease to apply which may adversely impact the timing and success of the Entitlement Offer and Placement, the 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 proceeds raised by Catapult and Catapult's funding for the XOS Acquisition or PLAYERTEK Acquisition.



### 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 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 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. been issued to you had you taken up all of your entitlement. Risks (continued) Tax consequences of entitlements If you do not take up entitlements

## Section 7



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# 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

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 register this document or to permit the distribution of this document or any documents issued in connection with it. The Shares have not been fhis document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) 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 Ordinance (Cap. 32) of Hong Kong, nor has it been authorized by the Securities and Futures Commission in Hong Kong pursuant to the 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. in other circumstances which do not result in this document being a "prospectus"

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 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 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 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 of only to persons outside Hong Kong or only to "professional investors" (as defined in the SFO and any rules made under the SFO). 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 he 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**)

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 Shares in the Entitlement Offer are not being offered to the public within New Zealand other than to existing shareholders of Catapult with 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

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 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 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 This document has not been and will not be registered as a prospectus with the Monetary Authority of Singapore (MAS) and the Shares are 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.

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 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 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

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 The contents of this document have not been reviewed by any regulatory authority in Singapore. This document may not contain all the as to your legal rights and obligations in connection with the offer, please obtain appropriate professional advice.



# International Selling Restrictions (continued)

United Kingdom

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 ar 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 United Kingdom no person may communicate or cause to be communicated any invitation or inducement to engage in investment activity (withir 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 document does not constitute a prospectus for the purpose of the prospectus rules issued by the Financial Conduct Authority of the United 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 Kingdom (FCA) pursuant to section 84 of the Financial Services and Markets Act 2000 (as amended) (FSMA) and has not been approved by or persons who fall within another exemption to the FPO (all such persons being Relevant Person"). Any investment or investment activity to which 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) 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.

ited 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 ransaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws. 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 This document may not be released or distributed in the United States.

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### Institutional Offer Completion Announcement dated 15 July 2016



Market Release

### Successful completion of Placement and Institutional Entitlement Offer

- Placement and Institutional Entitlement Offer successfully completed, raising approximately A\$91 million
- Institutional Bookbuild clearing price of A\$3.00 thereby setting the Issue Price for both the Entitlement Offer and the Placement
- Very strong demand from both existing shareholders and new institutional investors
- Catapult will raise approximately A\$9 million via the Retail Entitlement Offer
- Retail Entitlement Offer opens Wednesday, 20 July 2016

Catapult Group International Limited (ASX:CAT) ("Catapult") today announced the successful completion of the institutional component of its fully underwritten 1 for 10.65 accelerated nonrenounceable pro-rata entitlement offer (the "Institutional Entitlement Offer") and the successful completion of its fully underwritten institutional placement (the "Placement") at the issue price determined by a bookbuild process ("Institutional Bookbuild") of A\$3.00 for each new share ("Issue Price"). As a result of the Institutional Bookbuild, the Issue Price for the retail component of the Entitlement Offer ("Retail Entitlement Offer") will be \$3.00.

Commenting on the outcome of the institutional component of the offer, Shaun Holthouse, CEO, said, "We thank our existing investors for their ongoing support and we are delighted to welcome a broad selection of new institutional investors to the share register."

As announced on Wednesday, 13 July 2016, the Placement and the accelerated non-renounceable prorata entitlement offer ("Entitlement Offer"), will raise approximately \$100 million to fund the acquisition of XOS Technologies, Inc, a market leader in providing innovative digital and video analytic software solutions to elite sports teams in the United States, for US\$60 million (A\$80.1 million1) and the acquisition of Ireland-based Kodaplay Limited trading as PLAYERTEK, a leading developer of wearable analytics software solutions for the prosumer market, for €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 consideration2 ("Acquisitions") and to provide additional working capital.

New Shares taken up under the Institutional Entitlement Offer and the Placement are expected to be settled on Friday, 22 July 2016 and commence trading on ASX on Monday, 25 July 2016.

### **Commencement of Retail Entitlement Offer**

The Retail Entitlement Offer will open on Wednesday, 20 July 2016 and close at 5.00pm (Melbourne time) on Thursday, 4 August 2016. The Retail Entitlement Offer is fully underwritten, and will raise approximately A\$9 million.

Retail shareholders eligible to participate under the terms of the Retail Entitlement Offer will be able to subscribe for 1 New Share for every 10.65 existing Catapult ordinary shares held at 7.00pm (Melbourne time) on Friday, 15 July 2016 ("Record Date") at the same Issue Price as the Institutional Entitlement Offer and Institutional Placement.

Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Retail Entitlement Offer Booklet, which will be lodged with ASX and sent on or around Wednesday, 20 July 2016, and follow the instructions set out on the personalised Entitlement and Acceptance Form that will accompany the Retail Entitlement Offer Booklet.

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

### Institutional Offer Completion Announcement dated 15 July 2016 *continued*



Catapult expects its trading halt to be lifted and for shares to recommence trading today on an exentilement basis

The Placement and the Entitlement Offer ("Equity Raising") are fully underwritten by Goldman Sachs Australia Pty Ltd.

### Shareholder enquiries

Retail shareholders who have any questions regarding the Retail Entitlement Offer should contact the Catapult Shareholder Information Line on 1300 850 505 (inside Australia) or +61 3 9415 5000 (outside Australia) at any time between 8.15am to 5.30pm during the Retail Entitlement Offer period.

### **Further Information**

For further details regarding the Acquisitions and the Equity Raising, shareholders are advised to refer to the investor presentation released to the ASX. The investor presentation contains important information including important notices and key risks that may affect Catapult.

Goldman Sachs acted as exclusive financial adviser and sole underwriter to Catapult, while DLA Piper acted as legal adviser.

For media and investor enquiries please contact:

### Media

Nicholas Owens Director, Sefiani Communications Group

Ph: +61 2 8920 0700 Mob: +61 421 977 062

### Investors

Bevin Shields

Head of Investor Relations, Catapult Group International Ph: +61 2 9199 8855

### -Ends-

### **About Catapult**

Catapult is an Australian multinational corporation that is revolutionising the way professional and elite athletes worldwide are being monitored and analysed in training and competition.

Developed in Australia in conjunction with the Australian Institute of Sport, Catapult's wearable athlete tracking platform has become the most widely accepted solution globally. As of February 2016, over 900 elite and professional teams are customers of Catapult's solution, completing in the largest and most prestigious sporting codes. Despite this market share, catapult estimates only a small fraction of all elite and professional athletes currently have any wearable solution in place.

Some of Catapult's recent championship winning clients include:

- Hawthorn Football Club (AFL, Australia)
- Golden State Warriors (NBA, USA)
- Denver Broncos (NFL, USA)
- Leicester City FC (English Premier League, UK)
- Bayern Munich (Bundesliga, Germany)
- North Queensland Cowboys (NRL, Australia)
- Saracens RFC (Premiership Rugby, UK)

For a more detailed list of our clients please visit <a href="http://www.catapultsports.com.au/au/clients/">http://www.catapultsports.com.au/au/clients/</a>

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With major offices in Australia, the United States and the United Kingdom and 118 staff in more than 10 countries, Catapult is an Australian technology success story with a global footprint that is committed to advancing the way data is used in elite sports.

For more information on Catapult, please visit: Investor Centre - <a href="http://www.catapultsports.com/au/investors/">http://www.catapultsports.com/au/investors/</a> Website - <a href="http://www.catapultsports.com/au/investors/">www.catapultsports.com/au/investors/</a>

### Australian Taxation Implications

This section is a general summary of the Australian income tax, goods and services tax (GST) and stamp duty implications of the Retail Entitlement Offer for certain Eligible Retail Shareholders.

The taxation implications of the Retail Entitlement Offer will vary depending upon your particular circumstances. Accordingly, you should seek and rely upon your own professional advice before concluding on the particular taxation treatment that will apply to you.

Neither Catapult nor any of its officers or employees, nor its taxation or other advisers, accepts any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences.

The comments in this section deal only with the Australian taxation implications of the Retail Entitlement Offer if you:

- > are a resident for Australian income tax purposes; and
- > hold your Shares on capital account.

The comments do not apply to you if you:

- > are not a resident for Australian income tax purposes; or
- > hold your Shares as revenue assets or trading stock (which will generally be the case if you are a bank, insurance company or carry on a business of share trading); or
- > acquired the Shares in respect of which the Retail Entitlements are issued under an employee share scheme or where the New Shares are acquired pursuant to an employee share scheme; or
- > are subject to the taxation of financial arrangements (**TOFA**) rules in Division 230 of the *Income Tax Assessment Act* 1997 (Cth); or
- > acquired retail Entitlements otherwise than because you are an Eligible Retail Shareholder.

The comments below are based on the Australian tax law as it applies as at 9.00am (Melbourne time) on Friday, 15 July 2016. Other than as expressly discussed, the comments do not take into account or anticipate changes in Australian tax law or future judicial interpretations of law after this time unless otherwise specified. The comments also do not take into account tax legislation of any country other than Australia.

### **Issue Of Entitlement**

The issue of the Entitlement will not in itself result in any amount being included in the assessable income of an Eligible Retail Shareholder.

### **Exercise of Entitlement and Applying for Additional New Shares**

New Shares will be acquired where the Eligible Retail Shareholder exercises all or part of their Entitlement under the Retail Entitlement Offer. Additional New Shares will be acquired where the Eligible Retail Shareholder acquires additional New Shares under the Top Up Facility.

An Eligible Retail Shareholder will not derive any assessable income, or make any capital gain or capital loss at the time of exercising their Entitlement under the Retail Entitlement Offer or acquiring additional New Shares under the Top Up Facility.

For Australian capital gains tax (CGT) purposes, each New Share or additional New Share will:

- > be taken to have been acquired on the day that an Eligible Retail Shareholder exercises their Entitlement or, in the case of an additional New Share, the date on which the additional New Share is issued to the Eligible Retail Shareholder; and
- > have a cost base (and reduced cost base) that is equal to the Offer Price plus any non-deductible incidental costs incurred in acquiring the New Share or additional New Shares.

### **Lapse of Entitlement**

If an Eligible Retail Shareholder does not accept all or part of their Entitlement in accordance with the instructions set out above in this Retail Entitlement Offer Booklet, then that Entitlement will lapse and the Eligible Retail Shareholder will not receive any consideration for their Entitlement that is not taken up. There should be no tax implications for an Eligible Retail Shareholder from the lapse of the Entitlement.

### **Taxation in Respect of Dividends on New Shares**

Where dividends on a New Share are paid by Catapult, those dividends will constitute assessable income of an Australian tax resident Eligible Retail Shareholder.

An Australian tax resident Eligible Retail Shareholder who is an individual or complying superannuation entity should include the dividend in their assessable income in the year the dividend is paid, together with any franking credit attached to that dividend. Such Eligible Retail Shareholder should be entitled to a tax offset equal to the franking credit attached to the dividend subject to being a 'qualified person' (refer to comments below). The tax offset can be applied to reduce the tax payable on the Eligible Retail Shareholder's taxable income. Where the tax offset exceeds the tax payable on the Eligible Retail Shareholder's taxable income, such Eligible Retail Shareholder should be entitled to a refund of the excess franking offsets.

An Australian resident corporate Eligible Retail Shareholder is also required to include both the dividend and the associated franking credits as assessable income. A tax offset should then be allowed up to the amount of the franking credits on the dividend. Such Eligible Retail Shareholder should be entitled to a credit in its own franking account to the extent of the franking credits attached to the dividend received. Such Shareholder can then pass on the benefit of the franking credits to their own shareholder(s) on the payment of franked dividends. Excess franking credits received cannot give rise to a refund, but may be able to be converted into carry forward tax losses in certain circumstances.

An Australian tax resident Eligible Retail Shareholder who is a trustee (other than trustees of complying superannuation entities) or partnerships should include the dividend and franking credits in determining the net income of the trust or partnership. A beneficiary, trustee or partner may be entitled to a tax offset equal to the respective beneficiary's or partner's share of the net income of the trust or partnership as the case may be.

Where a dividend paid by Catapult is unfranked, the Eligible Retail Shareholder should be required to include the unfranked amount in their assessable income and there will be no offset entitlement.

### New Shares and additional New Shares held at risk

In order to be eligible for the benefit of franking credits and tax offsets, an Eligible Retail Shareholder must satisfy both the 'holding period' and 'related payment' rules. This broadly requires that an Eligible Retail Shareholder holds the New Shares and additional New Shares 'at risk' for more than 45 days continuously (not including the date of acquisition and disposal).

Any day on which an Eligible Retail Shareholder has a materially diminished risk of loss or opportunity for gain in respect of the New Shares or additional New Shares (e.g. through transactions such as granting options or warrants over these shares, or entering into a contract to sell these shares) will not be counted as a day on which the Eligible Retail Shareholder held the shares 'at risk'.

Where these rules are not satisfied, the Eligible Retail Shareholder will not be able to include an amount for the franking credits in their assessable income and will not be entitled to a tax offset.

The holding period rule requires an Eligible Retail Shareholder to hold the New Shares and additional New Shares 'at risk' for more than 45 days continuously, measured as the period commencing the day after the Eligible Retail Shareholder acquires the New Shares and additional New Shares (respectively) and ending on the 45th day after the New Shares and additional New Shares (respectively) become ex-dividend. This holding period rule is subject to certain exceptions, including where the total franking offsets of an individual in a year of income do not exceed A\$5,000.

Under the related payment rule, a different testing period applies where the Eligible Retail Shareholder has made, or is under an obligation to make, a related payment in relation to a dividend paid by Catapult. The related payment rule requires the Eligible Retail Shareholder to have held the New Shares and additional New Shares at risk for a period commencing on

### Australian Taxation Implications continued

the 45th day before, and ending on the 45th day after, the day the New Shares and additional New Shares become ex-dividend. Practically, this should not impact Eligible Retail Shareholders who continue to hold New Shares and additional New Shares and also do not pass the benefit of the dividend to another person.

Eligible Retail Shareholders should obtain their own professional tax advice to determine if these requirements, as they apply to them, have been satisfied.

A specific integrity rule prevents taxpayers from obtaining a tax benefit from additional franking credits where dividends are received as a result of certain 'distribution washing' arrangements. Eligible Retail Shareholders should consider the impact of this measure, together with the broader integrity provisions that apply to the claiming of tax offsets, having regard to their own facts and circumstances.

### **Disposal of New Shares or additional New Shares**

The disposal of New Shares or additional New Shares will give rise to CGT Event A1 and constitute a disposal for CGT purposes.

A capital gain should arise where the capital proceeds on disposal exceed the cost base of the New Share or additional New Share. An Eligible Retail Shareholder will make a net capital loss if the capital proceeds are less than the total reduced cost base of the New Shares or additional New Shares.

Eligible Retail Shareholders that are individuals or complying superannuation entities and that have held their New Shares or additional New Shares for 12 months or more (excluding the date of acquisition and the date of disposal) at the time of disposal should be entitled to apply the applicable CGT discount factor to reduce the capital gain (after offsetting capital losses). The CGT discount factor is 50% for individuals and 33.33% for complying superannuation entities. The CGT discount is not available for companies that are not trustees.

Eligible Retail Shareholders that make a capital loss can only use that loss to offset other capital gains from other sources i.e. the capital loss cannot be used against taxable income on revenue account. However, if the capital loss cannot be used in a particular income year it can be carried forward to use in future income years, provided certain loss utilisation tests are satisfied.

### **Taxation of Financial Arrangements (TOFA)**

The TOFA rules operate to make assessable or deductible, gains or losses (including the timing of recognition) arising from certain 'financial arrangements'. Importantly, the CGT discount is not available for any gain that is subject to the TOFA rules.

An entitlement or right to receive a share is a 'financial arrangement'. However, depending on the circumstances of the particular Eligible Retail Shareholder, the TOFA rules may not apply. Further, certain taxpayers (including many individuals) may be excluded from the application of the TOFA rules unless they made a valid election for it to apply.

As the application of the TOFA provisions depends on the specific facts and circumstances of the Eligible Retail Shareholder, each Eligible Retail Shareholder should seek their own advice from an appropriate professional advisor in relation to the potential implications of the TOFA provisions to their particular facts and circumstances.

### **GST**

The taking up of the New Shares and additional New Shares will be classified as a "financial supply" for Australian GST purposes. Accordingly, Australian GST will not be payable in respect of amounts paid for the acquisition of the New Shares or additional New Shares. Subject to certain requirements, there may be a restriction on the entitlement of Eligible Retail Shareholders to claim an input tax credit for any GST incurred on costs associated with the acquisition of New Shares or additional New Shares acquired under the Top Up Facility.

### **Stamp Duty**

Stamp duty will not be payable in respect of the taking up of New Shares or additional New Shares on the assumption no shareholder and associated person will hold an interest of 90% or more in Catapult.

### Important Information

This Retail Entitlement Offer Booklet (including the ASX Offer Announcements) and enclosed personalised Entitlement and Acceptance Form (**Information**) have been prepared by Catapult. This Information is dated 20 July 2016 (other than the Investor Presentation and the Offer Launch Announcement published on the ASX website on Wednesday, 13 July 2016 and the Institutional Offer Completion Announcement published on the ASX website on Friday, 15 July 2016). This Information remains subject to change without notice and Catapult is not responsible for updating this Information.

There may be additional announcements made by Catapult after the date of this Retail Entitlement Offer Booklet and throughout the period that the Retail Entitlement Offer is open that may be relevant to your consideration of whether to take up or do nothing in respect of your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by Catapult (by visiting the ASX website at www.asx.com.au) before submitting your application to take up your Entitlement.

No party other than Catapult has authorised or caused the issue of this Information, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information.

### **Trading of New Shares**

It is the responsibility of each applicant to confirm their holding before trading in New Shares. Any applicant who sells New Shares before receiving written confirmation of their holding will do so at their own risk.

Catapult and the Underwriter disclaim all liability whether in negligence or otherwise (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statement, whether on the basis of confirmation of the allocation provided by Catapult, the Registry or the Underwriter.

If you are in any doubt as to these matters, you should first consult with your stockbroker, accountant or other independent professional adviser.

### This Information is important and requires your immediate attention.

You should read this Information carefully and in its entirety before deciding how to deal with your Entitlement. In particular, you should consider the risk factors outlined in the "Risks" section of the Investor Presentation dated Wednesday, 13 July 2016 (a copy of which is included in this Retail Entitlement Offer Booklet) any of which could affect the operating and financial performance of Catapult or the value of an investment in Catapult.

You should consult your stockbroker, accountant or other independent professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

### 1. Eligible Retail Shareholders

This Information contains an offer of New Shares to Eligible Retail Shareholders in Australia or New Zealand and has been prepared in accordance with section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73). Accordingly, neither this Retail Entitlement Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC and no prospectus for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating a possible investment in Catapult. They do not and are not required to contain all of the information which would be required to be disclosed in a prospectus.

Eligible Retail Shareholders are those persons who:

- > are registered as a holder of Shares as at the Record Date, being 7.00pm (Melbourne time) on Friday, 15 July 2016;
- > have a registered address on the Catapult share register in Australia or New Zealand;
- > are not in the United States, and are not acting for the account or benefit of a person in the United States (to the extent such person holds ordinary shares of Catapult for the account or benefit of such person in the United States);
- > were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and

### Important Information continued

> are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

If you are a Retail Shareholder who does not satisfy each of the criteria listed above, you are an "Ineligible Retail Shareholder". Catapult reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

By returning a completed personalised Entitlement and Acceptance Form or making a payment by BPAY®, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

Catapult may (in its absolute discretion) extend the Retail Entitlement Offer to any institutional shareholder that was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer (subject to compliance with relevant laws).

By receiving this booklet, you will be taken to have acknowledged and agreed that determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Catapult and each of Catapult and the Underwriter and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

Catapult has decided that it is unreasonable to make offers under the Retail Entitlement Offer to shareholders who have registered addresses outside Australia and New Zealand, having regard to the number of such holders in those places and the number and value of the New Shares that they would be offered, and the cost of complying with the relevant legal and regulatory requirements in those places. Catapult may (in its absolute discretion) extend the Retail Entitlement Offer to shareholders who have registered addresses outside Australia and New Zealand (except the United States) in accordance with applicable law.

### 2. Eligible Institutional Shareholders

Eligible Institutional Shareholders are institutional shareholders to whom the Underwriter made an offer on behalf of Catapult under the Institutional Entitlement Offer.

Determination of eligibility of investors for the purposes of the Entitlement Offer, and in particular, the question as to whether an eligible shareholder is an Eligible Institutional Shareholder or an Eligible Retail Shareholder, is determined by reference to a number of matters, including legal requirements and the discretion of Catapult and the Underwriter. Catapult and the Underwriter disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

### 3. Ranking of New Shares

New Shares issued under the Entitlement Offer will rank equally with existing Shares. New Shares will be entitled to any dividends on ordinary shares with a record date after the date of issue. The rights and liabilities attaching to the New Shares are set out in Catapult's constitution, a copy of which is available at www.asx.com.au.

### 4. Reconciliation, Top-Up Shares and the rights of Catapult and the Underwriter

The Entitlement Offer is a complex process and in some instances investors may believe that they will own more Shares than they ultimately did as at the Record Date or are otherwise entitled to more New Shares than initially offered to them. In addition, where trustees of Catapult's employee share plans hold shares on behalf of participants in those plans, the number of New Shares that are offered may need to increase to take account of the rounding. These matters may result in a need for reconciliation. If reconciliation is required, it is possible that Catapult may need to issue additional New Shares (**Top-Up Shares**) to ensure that the relevant investors receive their appropriate allocation of New Shares. The price at which these Top-Up Shares would be issued would be the Offer Price.

Catapult also reserves the right to reduce the size of an Entitlement or number of New Shares allocated to eligible institutional shareholders or Eligible Retail Shareholders, or persons claiming to be eligible institutional shareholders or Eligible Retail Shareholders or other applicable investors, if Catapult believes in its complete discretion that their claims are overstated or if they or their nominees fail to provide information requested to substantiate their claims. In that case, Catapult may, in its discretion, require the relevant shareholder to transfer excess New Shares to the Underwriter at the Offer Price per New Share. If necessary, the relevant shareholder may need to transfer existing Shares held by them or to purchase additional Shares on-market to meet this obligation. The relevant shareholder will bear any and all losses caused by subscribing for New Shares in excess of their Entitlement and any actions they are required to take in this regard.

By applying under the Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by Catapult in its absolute discretion. Those applying acknowledge that there is no time limit on the ability of Catapult or the Underwriter to require any of the actions set out above.

### 5. No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw an application once it has been accepted.

### 6. No Entitlements trading

Entitlements are non-renounceable and cannot be traded on ASX or any other exchange, nor can they be privately transferred.

### 7. Risks

The Investor Presentation details important factors and risks that could affect the financial and operating performance of Catapult. Please refer to the "Risks" section of the Investor Presentation for details. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Retail Entitlement Offer.

### 8. Notice to nominees and custodians

If Catapult believes you hold Shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to, and they must not purport to accept the Retail Entitlement Offer in respect of, eligible institutional shareholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not) and Institutional Shareholders who were treated as ineligible institutional shareholders under the Institutional Entitlement Offer.

Persons acting as nominees for other persons must not take up any Entitlements on behalf of, or send any documents related to the Retail Entitlement Offer to, any person in the United States or any person that is acting for the account or benefit of a person in the United States.

Catapult is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Shares or Entitlements. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Entitlement Offer by the beneficiary, including following acquisition of Entitlements on ASX or otherwise, complies with applicable foreign laws. Catapult is not able to advise on foreign laws.

### 9. Continuous Disclosure

Catapult is a "disclosing entity" under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

Catapult is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, Catapult has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price of value of Catapult shares. That information is available to the public from ASX.

### Important Information continued

### 10. Not investment advice

This Information is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Catapult is not licensed to provide financial product advice in respect of the New Shares. This Information does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it purport to contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Catapult's other periodic statements and continuous disclosure announcements lodged with ASX, which are available at www.asx.com.au.

Prospective investors should conduct their own independent investigation and assessment of the Retail Entitlement Offer and the information contained in, or referred to in, this Retail Entitlement Offer Booklet. An investment in Catapult is subject to investment risk including possible loss of income and principal invested.

Before deciding whether to apply for New Shares, you should consider all materials sent to you in relation to the Retail Entitlement Offer and any relevant materials lodged with ASX, and whether the New Shares are a suitable investment for you in light of your own investment objectives, financial circumstances and investment needs (including financial and taxation issues) and having regard to the merits or risks involved. If, after reading the Information, you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, accountant or other independent professional adviser or call the Catapult Shareholder Information Line on 1300 850 505 (inside Australia) or +61 3 9415 5000 (outside Australia) at any time between 8.15am to 5.30pm during the Retail Entitlement Offer period.

Nominees and custodians may not distribute any part of this Retail Entitlement Offer Booklet in the United States or in any other country outside Australia and New Zealand except (i) Australian and New Zealand nominees may send this Retail Entitlement Offer Booklet and related offer documents to beneficial shareholders who are professional or institutional shareholders in other countries (other than the United States) listed in, and to the extent permitted under, the "International Selling Restrictions" section of the Investor Presentation included in this Retail Entitlement Offer Booklet and (ii) to beneficial shareholders in other countries (other than the United States) where Catapult may determine it is lawful and practical to make the Retail Entitlement Offer.

### 11. Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

### 12. Quotation and trading

Catapult has applied to the ASX for official quotation of the New Shares in accordance with the ASX Listing Rule requirements. If ASX does not grant quotation of the New Shares, Catapult will repay all Application Monies (without interest).

Subject to approval being granted, it is expected that normal trading of New Shares allotted under the Retail Entitlement Offer will commence at 10.00am (Melbourne time) on Friday, 12 August 2016.

### 13. Information availability

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of this Information during the period of the Retail Entitlement Offer on the Catapult website at www.catapultsports.com.au or by calling the Catapult Shareholder Information Line. Eligible Retail Shareholders who access the electronic version of this Information should ensure that they download and read the entire Information. The electronic version of this Information on the Catapult website will not include a personalised Entitlement and Acceptance Form.

A replacement Entitlement and Acceptance Form can be obtained during the period of the Retail Entitlement Offer by calling the Catapult Shareholder Information Line on 1300 850 505 (inside Australia) or +61 3 9415 5000 (outside Australia) at any time between 8.15am to 5.30pm during the Retail Entitlement Offer period (Melbourne time).

### 14. Governing law

This Information, the Retail Entitlement Offer and the contracts formed on acceptance of Retail Entitlement Offers pursuant to the personalised Entitlement and Acceptance Forms are governed by the laws applicable in Victoria, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

### 15. Foreign jurisdictions

This Information has been prepared to comply with the requirements of the securities laws of Australia and New Zealand. Catapult is not able to advise on the laws of any other foreign jurisdictions. To the extent that you hold Shares or Entitlements on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any participation (including for your own account or when you hold Shares or Entitlements beneficially for another person) complies with all applicable foreign laws and that each beneficial owner on whose behalf you are submitting the personalised Entitlement and Acceptance Form is not in the United States and not acting for the account or benefit of a person in the United States.

This Information does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

The distribution of this Information (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of this Information, you should observe such restrictions and should seek your own advice on such restrictions. See the foreign selling restrictions set out in the "International Selling Restrictions" section of the Investor Presentation included in this Retail Entitlement Offer Booklet for more information.

Any non-compliance with these restrictions may contravene applicable securities laws.

### **New Zealand**

The New Shares are not being offered or sold 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 reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Retail Entitlement Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This Retail Entitlement Offer Booklet is not an investment statement, prospectus, or product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that an investment statement, or prospectus, or product disclosure statement under New Zealand law is required to contain.

### **United States**

The New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered or sold, directly or indirectly, to persons in the United States or to persons that are acting for the account or benefit of a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction in the United States. The New Shares in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act.

The distribution of this Retail Entitlement Offer Booklet outside Australia may be restricted by law. In particular, this Retail Entitlement Offer Booklet or any copy of it must not be taken into or distributed or released in the United States. Persons who come into possession of this document should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

### 16. Underwriting

Catapult has entered into an underwriting agreement with Goldman Sachs Australia Pty Ltd (the **Underwriter**) who has agreed to underwrite the Entitlement Offer and the Placement on the terms and conditions set out in the underwriting agreement (**Underwriting Agreement**). The obligations of the Underwriter are subject to the satisfaction of certain conditions precedent documented in the Underwriting Agreement. Furthermore, in accordance with the Underwriting Agreement, as is customary with these types of underwriting arrangements:

Catapult has (subject to certain limitations) unconditionally and irrevocably agreed to indemnify and hold harmless the Underwriter, its affiliates, successors or related bodies corporate and their respective directors, officers, agents, employees, representatives and advisers (and any of their respective affiliates, successors or related bodies corporate) from and against any costs, claims, damages, liabilities or other losses or expenses of any kind in connection with the Offer, any of the offer documents and the Underwriting Agreement.

### Important Information continued

- > Catapult and the Underwriter have given certain representations, warranties and undertakings in connection with (among other things) the conduct of the Offer.
- > The Underwriter may terminate the Underwriting Agreement and be released from its obligations on the occurrence of certain events (in some cases, subject to the materiality of the relevant event), including (but not limited to) where:
  - Catapult is removed from the official list of the ASX, its Shares are suspended from trading or quotation on the ASX, or approval for quotation of the New Shares is not given by ASX;
  - there are certain delays in the timetable for the Entitlement Offer without the Underwriter's consent;
  - there is a material disruption in political or financial or economic conditions in key markets, or hostilities not presently existing commence or a major escalation in existing hostilities occurs involving certain key countries;
  - in the reasonable opinion of the Underwriter, any of the offer documents (including this Retail Entitlement Offer Booklet and ASX announcements made in connection with the Offer) omits information required by the Corporations Act or is or becomes false, misleading or deceptive (including by omission) or likely to mislead or deceive in a material respect, or the offer documents omit any material information they are required to contain (having regard to section 708AA of the Corporations Act and any other applicable requirements), or any expression of opinion or intention in the offer documents is not fairly and properly supportable in a material respect or there are no reasonable grounds for the making of any material statement in the offer documents relating to future matters;
  - the agreement for the acquisition for XOS Technologies, Inc is terminated or purported to be terminated, is amended
    in a material respect, or is or becomes void or voidable;
  - a corrective statement is issued or required to be issued by Catapult in accordance with section 708AA(12)(a) of the Corporations Act (as included in the ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) to correct the Entitlement Offer cleansing statement;
  - there is a material adverse change, or an event occurs which is likely to give rise to a material adverse change, in the aggregate financial position, results, condition, operations, business or prospects of Catapult or XOS Technologies, Inc;
  - Catapult withdraws the Offer or indicates that it does not intend to proceed with the Offer.
- > The Underwriter will be remunerated by Catapult for providing these underwriting services at market rates. The Underwriter will also be reimbursed for certain expenses.
- > Neither the Underwriter nor any of its related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents have authorised or caused the issue of, and take no responsibility for, this Retail Entitlement Offer Booklet or any action taken by you on the basis of the information contained in this Retail Entitlement Offer Booklet. To the maximum extent permitted by law, the Underwriter and its related bodies corporate and affiliates and each of their respective directors, officers, partners, employees, representatives or agents exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this Information being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. Neither the Underwriter nor any of its related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents make any recommendations as to whether you or your related parties should participate in the Entitlement Offer, nor do they make any representations or warranties to you concerning this Entitlement Offer or any such information, and you represent, warrant and agree that you have not relied on any statements made by the Underwriter or any of its related bodies corporate and affiliates or any of their respective directors, officers, partners, employees, representatives or agents in relation to the New Shares or the Entitlement Offer generally.
- > It is important to note that the Underwriter will be acting for and providing services to Catapult in relation to the Entitlement Offer and will not be acting for or providing services to shareholders. The Underwriter has been engaged solely as an independent contractor and is acting solely in a contractual relationship on an arm's length basis with Catapult. The engagement of the Underwriter by Catapult is not intended to create any agency or other relationship between the Underwriter and shareholders.
- > The Underwriter may also hold interests in the securities of Catapult or earn brokerage, fees or other benefits from Catapult.

### 17. Privacy

As a shareholder, Catapult and the Share Registry have already collected certain personal information from you. If you apply for New Shares, Catapult and the Share Registry may update that personal information or collect additional personal information. Such information may be used to assess your acceptance of the New Shares, service your needs as a shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, Catapult and the Share Registry may disclose your personal information for purposes related to your shareholdings to their agents, contractors or third party service providers to whom they outsource services, in order to assess your application for New Shares, the Share Registry for ongoing administration of the register, printers and mailing houses for the purposes of preparation of the distribution of shareholder information and for handing of mail, or as otherwise under the *Privacy Act 1988* (Cth).

If you do not provide us with your personal information we may not be able to process your application. In most cases you can gain access to your personal information held by (or on behalf of) Catapult or the Share Registry. We aim to ensure that the personal information we retain about you is accurate, complete and up to date. To assist us with this please contact us if any of the details you have provided change. If you have concerns about the completeness or accuracy of the information we have about you, we will take steps to correct it. You can request access to your personal information by telephoning or writing to Catapult through the Share Registry as follows:

Catapult International Limited C/- Computershare Investor Services GPO Box 3329 Melbourne VIC 3001

Australia: 1300 850 505 International: +61 3 9415 5000

### 18. Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Information.

Any information or representation that is not in this Information may not be relied on as having been authorised by Catapult, or its related bodies corporate in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of Catapult, or any other person, warrants or guarantees the future performance of Catapult or any return on any investment made pursuant to this Information or its content.

### 19. Withdrawal of the Entitlement Offer

Catapult reserves the right to withdraw all or part of the Entitlement Offer and this Information at any time, subject to applicable laws, in which case Catapult will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where allotment under the Institutional Entitlement Offer has occurred, Catapult may only be able to withdraw the Entitlement Offer with respect to New Shares to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Catapult will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Catapult.

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### Corporate Directory

### **Company Secretary**

Anand Sundaraj

### Registered Office and Head Office

The Clocktower, 1 Aurora Lane, Docklands, Victoria, Australia

Telephone: +61 3 9095 8401

### The postal address is:

T47B Collins Square, 727 Collins Street Docklands, VIC 3008

### **Share Registry**

Computershare Investor Services Pty Limited GPO Box 2975 Melbourne VIC 3001 Australia

Australia: 1300 850 505 International: +61 3 9415 5000

Website: www.computershare.com.au

### **Underwriter**

Goldman Sachs Australia Pty Ltd Level 46 Governor Phillip Tower 1 Farrer Place Sydney NSW 2000 Australia

### **Australian Legal Adviser**

DLA Piper Australia Level 22 No.1 Martin Place Sydney NSW 2000 Australia

### **Website**

Corporate information and the Catapult Annual Report can be found via the Company's website at www.catapultsports.com

### **Catapult Shareholder Information Line**

Australia: 1300 850 505 International: +61 3 9415 5000

Hours are 8.15am to 5.30pm during the Retail Entitlement Offer period

