

Market Release

20 July 2016

Dear Shareholder,

**CATAPULT GROUP INTERNATIONAL LIMITED ABN 53 164 301 197
ACCELERATED NON-RENOUCEABLE PRO-RATA ENTITLEMENT OFFER
NOTIFICATION TO INELIGIBLE RETAIL SHAREHOLDERS**

On 13 July 2016, Catapult Group International Limited ("Catapult") announced that it was conducting a capital raising by way of (a) an institutional placement of fully paid ordinary shares ("New Shares") and (b) an accelerated non-renounceable pro-rata entitlement offer ("Entitlement Offer") of New Shares, to raise approximately \$100 million. Under the Entitlement Offer, eligible existing shareholders are entitled to subscribe for New Shares on a 1 for 10.65 basis, at an offer price of \$3.00 per New Share (Offer Price).

This is a letter to inform you that you are not an Eligible Retail Shareholder (as defined below) for the purposes of the Retail Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation to apply for New Shares. **You are not required to do anything in response to this letter.**

Entitlement Offer

The Entitlement Offer is being made without a prospectus or product disclosure document in accordance with section 708AA of the Corporations Act 2001 (Cth) ("Corporations Act") (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73).

The Entitlement Offer comprises an institutional component ("Institutional Entitlement Offer") and a retail component ("Retail Entitlement Offer"). The Entitlement Offer is underwritten by Goldman Sachs Australia Pty Limited.

The Institutional Entitlement Offer has already closed and the results were announced to the ASX on Friday, 15 July 2016. An offer booklet in relation to the Retail Entitlement Offer will be lodged with the ASX and mailed to Eligible Retail Shareholders (as defined below) on or around Wednesday, 20 July 2016.

Eligibility criteria

Shareholders who are eligible to participate in the Retail Entitlement Offer ("Eligible Retail Shareholders") are those persons who:

- a) are registered as holders of fully paid ordinary shares in Catapult as at 7.00pm (Melbourne time) on 15 July 2016; and
- b) have a registered address on the Catapult share register in Australia or New Zealand; and
- c) 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); and
- d) 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
- e) 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.

Shareholders who are not Eligible Retail Shareholders and who did not participate in the institutional entitlement offer and were not treated as ineligible institutional shareholders under the institutional entitlement offer are "**Ineligible Retail Shareholders**".

Catapult has determined, pursuant to section 9A of the Corporations Act and ASX Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to shareholders in all countries outside Australia or New Zealand in connection with the Retail Entitlement Offer. The restrictions upon eligibility under the Retail Entitlement Offer arise because of the legal and regulatory requirements in countries other than Australia or New Zealand and the potential costs to Catapult of complying with these legal and regulatory requirements compared with the relatively small number of shareholders in those countries, the

relatively small number of existing Catapult ordinary shares they hold and the relatively low value of New Shares to which those shareholders would otherwise be entitled to subscribe for.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder as stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, Catapult wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer. You will not be sent the documents relating to the Entitlement Offer or be able to subscribe for New Shares under the Retail Entitlement Offer.

Notwithstanding the above, Catapult may agree to extend the Retail Entitlement Offer to certain institutional shareholders who did not participate in the Institutional Entitlement Offer or to other retail shareholders, subject to compliance with applicable laws.

Treatment of ineligible retail shareholders' entitlements

As the Retail Entitlement Offer is non-renounceable, you will not receive any payment or value for entitlements in respect of any New Shares that would have been offered to you if you were eligible to participate in the Retail Entitlement Offer.

You are not required to do anything in response to this letter.

If you have any questions in relation to any of the above matters, please contact the Catapult Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 5000 (outside of Australia) between 8.15am and 5:30pm (Melbourne time) at any time during the Retail Entitlement Offer period of 20 July 2016 to 4 August 2016. For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

On behalf of Catapult, we regret that you are not eligible to participate in the Retail Entitlement Offer and thank you for your continued support.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Anand', is placed above the typed name of the signatory.

Anand Sundaraj
Company Secretary
Catapult Group International Limited

Important Information

This letter is issued by Catapult Group International Limited (ABN 53 164 301 197) ("Catapult"). This notice is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in Catapult in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of Catapult ordinary shares.

NOT FOR DISTRIBUTION OR RELEASE INTO THE UNITED STATES

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities within 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, issued to or sold within 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 US state securities laws. The New Shares to be offered and sold in the Retail

Entitlement Offer may only be offered or 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 provision of this letter is not, and should not be considered as, a securities recommendation or financial product advice. The information in this notice is general information only, and does not take into account your investment objectives, financial circumstances and investment needs (including financial and taxation issues). Before acting on the information, you should consider the appropriateness of the information, having regard to your objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your stockbroker, accountant, taxation adviser, financial adviser or other professional adviser.