



Notice of 2016 Annual General Meeting



Catapult Group International Ltd
ACN 164 301 197

Notice of 2016 Annual General Meeting
Explanatory Statement
Proxy Form

TIME: 10:00 am (AEDT)

DATE: 30 November 2016

PLACE: The Events Centre, 727 Collins Street, Docklands VIC 3008

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 2) 8072 1400.





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Time and Place of Meeting and How to Vote

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00 am (AEDT) on Wednesday, 30 November 2016 at:

The Events Centre
727 Collins Street
Docklands VIC 3008

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

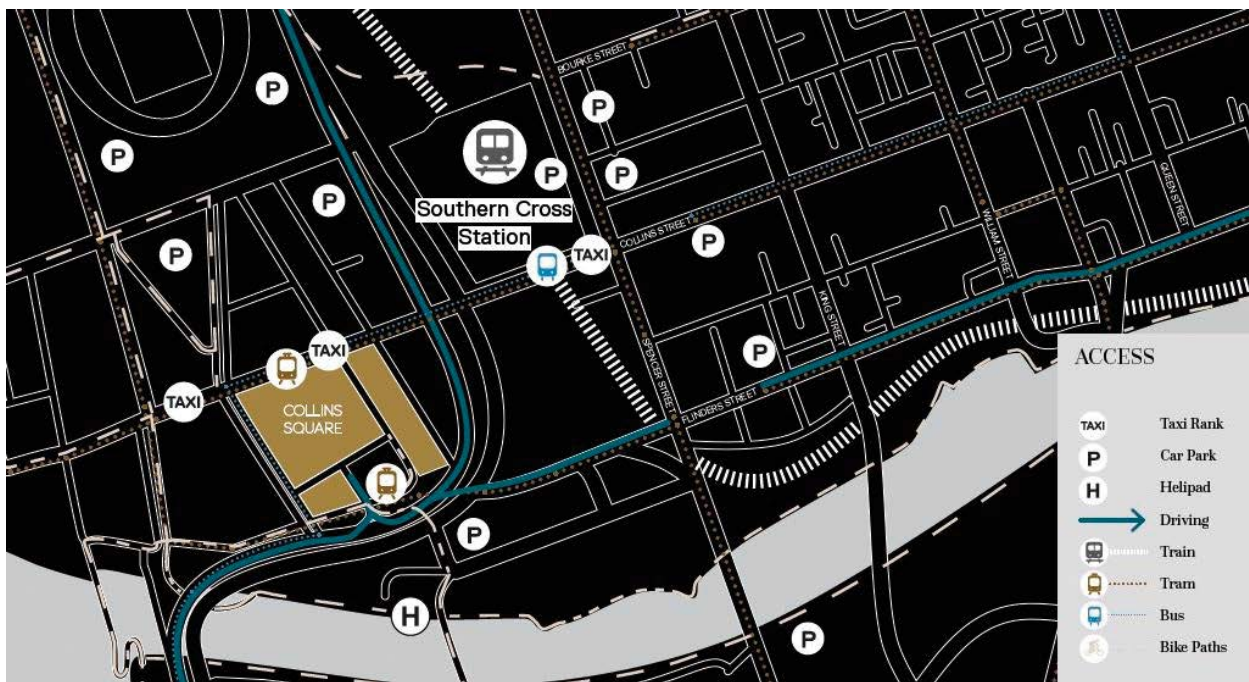
To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

Proxies may be lodged by using any of the following methods:

- > online by visiting www.investorvote.com.au;
- > by returning a completed Proxy Form in person to:
Computershare Investor Services Pty Limited
"Yarra Falls," 452 Johnston Street
Abbotsford Victoria 3067
- > by returning a completed Proxy Form by post using the pre-addressed envelope provided with this Notice to:
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001
- > by faxing a completed Proxy Form to 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia); or
- > for intermediary online subscribers only (custodians), submit your voting intentions via www.intermediaryonline.com.

The Events Centre – Collins Square



Location

Centrally located at 727 Collins Street with the Collins Square Precinct, The Events Centre is easily accessible via vehicle, public transport and integrated walking and cycling routes.

The convenient proximity of 5,000-plus public car parking spaces makes driving to Collins Square easy.

Melbourne Airport is only a 20-minute car trip away.

Transport

Collins Square is located directly opposite tram stop D15-Batmans Hill Drive/Collins Street and there are additional tram stops on Flinders Street. Collins Square is just 200 metres from Southern Cross Station where you can access up to 15 different train lines and connections to all V/Line services.

General Conditions

- > All rates are inclusive of GST
- > The Assembly reserves the right to re-assign meeting space should numbers change
- > Should access times be required outside the times agreed and specified, room rental or labour costs may be charged. These charges will be based on area and access times required and subject to availability
- > Event space is not guaranteed until a signed contract and minimum of 25% deposit has been received. Deposit to secure the booking is non-refundable
- > A surcharge of 10% plus GST will be applicable to all bookings on Sundays and Public Holidays
- > Additional charges will apply for any additional audio visual or equipment requirements
- > This proposal is valid 31 days from issue

Letter to Shareholders

18 October 2016

Among the Resolutions sought to be passed at the annual general meeting of the Catapult Group International Ltd (**Company**) include proposals to issue:

- > unlisted options (**Director Options**) to each director of the Company (except for Mr James Orlando who has recently joined the Board to fill a casual vacancy) (**Director**): Resolutions 7–11; and
- > performance rights (**Performance Rights**) to Mr Calvin Ng: Resolution 6.

The purpose of the issue of 300,000 Director Options to each Director is to increase the performance-linked incentive component of the Directors' remuneration and to realign the commitments of the Directors to increase

shareholder value, on a long term basis, following the rapid growth of the Company, both financially and operationally, since its IPO in December 2014. In particular, the Board has recognised the need to realign Directors' remuneration and following the two recently announced acquisitions, XOS Technologies Inc and Kodaplay Limited (**Acquisitions**), which added over 90 employees globally and significantly increased the financial scale of the Company.

The Board appointed external remuneration consultants, Crichton Associates to advise on the structuring of the Directors Options.

Subject to Shareholders approving Resolutions 7–11, the Director Options will vest in three equal tranches over three years and will be exercisable at a premium to the 30-day volume weighted average price (**VWAP**) as detailed below.

Granted to	Number and type of security	Vesting schedule	Exercise price	Performance obligations
Each Director (except for Mr Orlando)	300,000 Director Options	1/3 on 12 months from grant (being 22 September 2016)	30-day VWAP + 15%	Continuous service
		1/3 on 24 months from grant	30-day VWAP + 30%	
		1/3 on 36 months from grant	30-day VWAP + 30%	

In addition to the Director Options, following a number of successful corporate actions undertaken by the Company over the past 12 months, the Board wishes to recognise the enormous contribution made by Mr Calvin Ng in fulfilling the Company's corporate objectives and to reflect the additional executive-level contributions made to achieve these beyond his current role as Non-Executive Director.

In particular, Mr Ng's contributions were instrumental to the Company delivering on its recent strategic corporate actions which included the Acquisitions and the successful \$100m capital raising.

The Board appointed external remuneration consultants, Crichton Associates to advise on the structuring of the additional issuance of performance rights to Mr Ng. The performance rights reflect both the significant contributions made by Mr Ng over the past 12 months as well as his continued commitment to supporting the Company's future strategic corporate plans.

Subject to Shareholders approving Resolution 6, the following Performance Rights will be issued to Mr Ng.

Granted to	Number and type of security	Vesting schedule	Exercise price	Performance obligations
Calvin Ng	300,000 zero priced Performance Rights	1/3 on 6 months from grant (being 22 September 2016)	\$0	Continuous service
		1/3 on 18 months from grant		
		1/3 on 30 months from grant		

Upon vesting, each Performance Right entitles the participant to 1 ordinary share in the Company.

Yours sincerely

Adir Shiffman

Executive Chairman

Catapult Group International Ltd

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Catapult Group International Ltd ACN 164 301 197 will be held at 10:00 am (AEDT) on Wednesday, 30 November 2016 at The Events Centre, 727 Collins Street, Docklands VIC 3008.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 10:00 am (AEDT) on Monday 28 November 2016. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary Business

Financial Statements and Reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2016 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is for discussion only and is not a resolution.

However, pursuant to the *Corporations Act*, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Part A: Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2016.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the *Corporations Act*, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (KMP), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Part B: Election of Directors

2. Resolution 2 – Re-Election of Dr Adir Shiffman as Director

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

“That Dr Adir Shiffman, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company.”

3. Resolution 3 – Re-Election of Mr Kar Wing (Calvin) Ng as Director

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

“That Mr Kar Wing (Calvin) Ng, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company.”

4. Resolution 4 – Election of Mr James Orlando as Director

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

“That Mr James Orlando, a Director appointed to fill a casual vacancy and holding office until the next annual general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4. and being eligible offers himself for election as a Director of the Company.”

Part C: Ratification of Prior Issue of Shares

5. Resolution 5 – Ratification of Prior Issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of:

- (a) 4,259,606 fully paid ordinary shares issued on 2 December 2015 (**December Shares**);
- (b) 21,912,014 fully paid ordinary shares issued on 25 July 2016 (**July Shares**); and
- (c) 424,579 fully paid ordinary shares, issued on 12 August 2016 (**August Shares**),

and on terms and conditions all of which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

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

- (a) a person who participated in the issues and received December Shares, July Shares and/or August Shares;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Notice of Annual General Meeting *continued*

Resolutions *continued*

Part D: Issue of securities to Directors

6. Resolution 6 – Issue of Performance Rights to Mr Kar Wing (Calvin) Ng

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

“For the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 300,000 Performance Rights to Mr Kar Wing (Calvin) Ng (or his nominee) on the terms and conditions which are described in the Explanatory Statement which accompanies this Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 6 by:

- (a) Mr Ng or his nominee;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (c) an associate of any person described in (a) or (b).

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

7. Resolution 7 – Issue of Directors Options to Dr Adir Shiffman

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

“For the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 300,000 Director Options to Dr Adir Shiffman (or his nominee) on the terms and conditions which are described in the Explanatory Statement which accompanies this Notice of Meeting.”

Voting exclusion statement: the Company will disregard any votes cast on Resolution 7 by:

- (a) Adir Shiffman or his nominee;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (c) an associate of any person described in (a) or (b).

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

8. Resolution 8 – Issue of Directors Options to Mr Shaun Holthouse

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

“For the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 300,000 Director Options to Mr Shaun Holthouse (or his nominee) on the terms and conditions which are described in the Explanatory Statement which accompanies this Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 8 by:

- (a) Shaun Holthouse or his nominee;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (c) an associate of any person described in (a) or (b).

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

9. Resolution 9 – Issue of Directors Options to Mr Igor Van De Griendt

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

“For the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 300,000 Director Options to Mr Igor van de Griendt (or his nominee) on the terms and conditions which are described in the Explanatory Statement which accompanies this Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 9 by:

- (a) Igor van de Griendt or his nominee;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (c) an associate of any person described in (a) or (b).

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Notice of Annual General Meeting *continued*

Resolutions *continued*

Part D: Issue of securities to Directors *continued*

10. Resolution 10 – Issue of Directors Options to Mr Kar Wing (Calvin) Ng

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

“For the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 300,000 Director Options to Mr Kar Wing (Calvin) Ng (or his nominee) on the terms and conditions which are described in the Explanatory Statement which accompanies this Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 10 by:

- (a) Kar Wing (Calvin) Ng or his nominee;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (c) an associate of any person described in (a) or (b).

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

11. Resolution 11 – Issue of Directors Options to Brent Scrimshaw

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

“For the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 300,000 Director Options to Brent Scrimshaw (or his nominee) on the terms and conditions which are described in the Explanatory Statement which accompanies this Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 11 by:

- (a) Brent Scrimshaw or his nominee;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (c) an associate of any person described in (a) or (b).

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Dated: 28 October 2016

By Order of the Board

Anand Sundaraj
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00 am (AEDT) on Wednesday, 30 November 2016 at The Events Centre, 727 Collins Street, Docklands VIC 3008.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional adviser.

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

Agenda

Financial Statements and Reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2016 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the *Corporations Act*, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.catapultsports.com.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

Resolutions

Part A: Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the *Corporations Act*, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.catapultsports.com.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2017 Annual General Meeting (**2017 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2017 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2017 AGM. All of the Directors who were in office when the 2017 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Explanatory Statement *continued*

Resolutions *continued*

Part A: Remuneration Report *continued*

Resolution 1 – Adoption of Remuneration Report *continued*

Voting *continued*

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Part B: Election of Directors

Resolution 2 – Re-Election of Dr Adir Shiffman as Director

Resolution 3 – Re-Election Of Mr Kar Wing (Calvin) Ng as Director

Resolution 4 – Election of Mr James Orlando as Director

The Company's Constitution requires that an election of Directors, other than a managing director, must be held each year. In addition, the Constitution specifies that a Director, other than a managing director, may not hold office for more than three years or beyond the third annual general meeting following the Director's appointment (whichever is the longer period) without submitting for re-election.

Dr Shiffman was appointed as a Director on 4 September 2013 and Mr Ng was appointed as a Director on 29 November 2013. Under Resolutions 2 and 3 respectively, Mr Shiffman and Mr Ng seek re-election at this AGM.

Background details for Mr Shiffman are set out below:

Dr Adir Shiffman, Executive Chairman of Catapult, has extensive CEO and board experience in the technology sector.

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

Adir currently sits on a number of boards, including as the Non-Executive Chairman of ASX-listed Disruptive Investment Group Limited (ASX: DVI). He is regularly featured in the media in Australia, the US and Europe.

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

Background details for Mr Ng are set out below:

Mr Calvin Ng has significant investment banking, mergers & acquisitions and funds management experience.

Calvin is a co-founder and Managing Director of the Aura Group, an independent corporate advisory and funds & wealth management business. He is also a co-founder and Non-Executive Director of the Finsure Group one of Australia's largest mortgage groups.

Calvin has significant board experience in a number of businesses, with particular expertise in providing management oversight and strategic guidance to small and medium sized enterprises.

Calvin currently sits on a number of boards, including entities associated with the Aura Capital Group, Finsure Group and ASX-listed Disruptive Investment Group Limited (ASX:DVI).

Calvin holds a Bachelor of Commerce and Bachelor of Laws from the University of New South Wales. Calvin has also completed a Graduate Diploma of Legal Practice and has been admitted to practice as a lawyer in the Supreme Court of New South Wales.

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

Mr James Orlando was appointed as a Director on 24 October 2016 to fill a casual vacancy and since then has served as Non-Executive Director of the Company.

Under this Resolution 4, Mr Orlando seeks election at this AGM.

Background details for Mr Orlando are set out below:

Over the past 25 years, James has held senior finance positions driving growth and shareholder value in the United States, Asia and Australia. Most recently he was CFO of Veda Group Limited (ASX.VED) leading the company through its successful IPO in December 2013. James managed the recent highly successful trade sale of Veda to a US company in February 2016.

Before joining Veda, James was the CFO of AAPT, where he focused on improving the company's earnings, as well as divesting its non-core consumer business. James also served as the CFO of PowerTel Ltd, an ASX-listed telecommunications service provider which was sold to Telecom New Zealand in 2007. He held various international treasury positions at AT&T and Lucent Technologies in the US and Hong Kong including running Lucent's international project and export finance organisation.

James holds a BS degree from Cornell University and a MBA from the Wharton School of the University of Pennsylvania in the US. He also served on the Advisory Board of the US Export-Import Bank.

Directors' recommendation

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

The Directors (excluding Mr Ng) recommend that Shareholders vote for Resolution 3.

The Directors (excluding Mr Orlando) recommend that Shareholders vote for Resolution 4.

Part C: Ratification of Prior Issue of Shares

Resolution 5 – Ratification of Prior Issue of Shares

Background to the December Share Issue

On 26 November 2015, the Company announced that it had successfully completed an institutional placement of fully paid ordinary shares to raise approximately \$6 million (**November Placement**) to fund a significant expansion of its sales and marketing platform globally. The November Placement was priced at \$1.42 per Share which was

equivalent to the volume weighted average price (**VWAP**) over 5 days of trading prior to launch on 24 November 2015. The shares in the November Placement were issued to professional and sophisticated investors who were clients of Morgans and Bell Potter.

Net proceeds from the November Placement were used to fund a further expansion of the Company's sales and marketing platform across key regions of the United States, Europe and Asia, as well as for working capital purposes.

On 2 December 2015, the Company issued the December Shares with an issue price of \$1.42 per December Share. The Company issued the December Shares utilising the Company's existing capacity under Listing Rule 7.1.

Background to the July Share issue

On 13 July 2016, the Company announced the acquisition of XOS Technologies, Inc (**XOS**), a marketing 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) (**XOS Acquisition**). In addition, on 13 July 2016, the Company announced the separate acquisition of Ireland-based Kodaplay Limited trading as PLAYERTEK (**PLAYERTEK**), a leading developer of wearable analytics software solutions for the prosumer market for €3.3 million (A\$4.9 million²) with €2.4 million (A\$3.6 million) payable in cash and €0.9 million (A\$1.3 million) payable in scrip consideration (**PLAYERTEK Acquisition**). To finance the XOS Acquisition and the PLAYERTEK Acquisition, the Company announced that it was undertaking a fully underwritten placement and entitlement offer to raise up to approximately A\$100 million (**Equity Raising**).

On 25 July 2016, the Company issued the July Shares pursuant to the institutional placement of the Equity Raising at an issue price of \$3 per July Share announced to ASX on 13 July 2016. Subsequently, the Company issued the July Shares utilising the Company's existing capacity under Listing Rules 7.1 and 7.1A. The shares in the institutional placement of the Equity Raising were issued to professional and sophisticated investors who were clients of Goldman Sachs.

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

2 € to AUD conversion based on spot exchange rate of 0.6852 AUD:€ as at 5pm on 12 July 2016.

Explanatory Statement *continued*

Resolutions *continued*

Part C: Ratification of Prior Issue of Shares *continued*

Resolution 5 – Ratification of Prior Issue of Shares *continued*

Background to the August Share issue

In addition to the July Shares, the Company issued the August Shares on 12 August 2016 with a deemed issue price of \$3.0358 per August Share. The August Shares were issued as partial consideration pursuant to the PLAYERTEK Acquisition. The August Shares were issued utilising the Company's existing capacity under Listing Rule 7.1.

Background to Resolution 5

Resolution 5 proposes that Shareholders of the Company approve and ratify the issue and allotment of:

- (a) 4,259,606 December Shares;
- (b) 21,912,014 July Shares; and
- (c) 424,579 August Shares.

All of the December Shares, July Shares and August Shares were completed utilising the Company's existing capacity under Listing Rule 7.1. However, in relation to the July Shares, 13,340,710 of the July Shares were issued utilising the Company's existing capacity under Listing Rule 7.1 and 8,571,304 of the July Shares were issued utilising the Company's existing capacity under Listing Rule 7.1A.

Listing Rule 7.1 allows the Board of an ASX listed entity to issue up to 15% of the Company's issued capital in any 12-month period without the approval of the Shareholders of the Company.

Under Listing Rule 7.1A, certain companies may seek Shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities (which must be in the same class as an existing quoted class of equity securities of the Company) which do not exceed 10% of the existing ordinary share capital without further Shareholder approval. The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The Company sought Shareholder approval at the annual general meeting dated 24 November 2015 to issue equity securities under Listing Rule 7.1A. It is noted, that the

Company's market capitalisation now exceeds \$300 million and, as such, it is no longer able to seek shareholder approval to issue equity securities under Listing Rule 7.1A.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A, which provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and/or 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and/or 7.1A), those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rules 7.1 and 7.1A.

The effect of approval of this Resolution 5 is to allow the Board of the Company to issue additional securities within the 15% limit under Listing Rule 7.1 instead of having to wait 12 months after the issue.

Ratification of the Shares under Listing Rule 7.1A is not required nor sought, as the capacity under Listing Rule 7.1A must be refreshed annually by an ASX listed entity as its annual general meeting.

Information Required by ASX Listing Rule 7.5

The following information in relation to the December Shares, July Shares and August is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued the following Shares:
 - (i) 4,259,606 December Shares;
 - (ii) 21,912,014 July Shares; and
 - (iii) 424,579 August Shares.
- (b) The price the Shares were issued is as follows:
 - (i) the December Shares were issued at \$1.42 per December Share;
 - (ii) the July Shares were issued at \$3 per July Share; and
 - (iii) the August Shares were issued at a deemed issue price of \$3.0358 per August Share.
- (c) All of the December Shares, July Shares and August Shares were fully paid ordinary shares and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

- (d) The Shares were issued to the following persons:
- (i) the December Shares were issued to new and existing, professional and sophisticated investors;
 - (ii) the July Shares were issued to the subscribers of the Shares under the institutional placement for the Equity Raising; and
 - (iii) the August Shares were issued to the vendors of the PLAYERTEK Acquisition.
- (e) Funds raised from the issue of the December Shares have been and will be used by the Company to:
- (i) provide working capital; and
 - (ii) for general corporate purposes.
- (f) Funds raised from the issue of the July Shares have been and will be used by the Company to:
- (i) fund the cash consideration and transaction costs of the XOS Acquisition; and
 - (ii) partially fund the cash consideration and transaction costs of the PLAYERTEK Acquisition.
- (g) There were no funds raised from the issue of the August Shares. The August Shares were issued as partial consideration for the PLAYERTEK Acquisition.

Part D: Issue of securities to Directors

Resolution 6 – Issue of Performance Rights to Mr Kar Wing (Calvin) Ng

It is proposed that, if Shareholder approval under Resolution 6 is obtained, 300,000 Performance Rights will be granted to Mr Ng on the terms and conditions described below.

Resolution 6 seeks Shareholder approval to issue Performance Rights to Mr Ng as follows.

Table 1 – Performance Rights proposed to be issued to Mr Calvin Ng

Performance Rights	Number granted	Vesting date	Exercise Price	Expiry Date
Tranche 1	100,000	22 March 2017	\$0	22 September 2017
Tranche 2	100,000	22 March 2018	\$0	22 September 2018
Tranche 3	100,000	22 March 2019	\$0	22 September 2019

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the *Corporations Act*; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the *Corporations Act*.

ASX Listing Rule 10.11 provides that a listed company must not issue equity securities to a related party without Shareholder approval.

A "related party" for the purposes of the ASX Listing Rules is widely defined and includes a director of a public company. Mr Calvin Ng is a director of the Company and therefore a related party. Accordingly, the grant of Performance Rights to Mr Ng requires the Company to obtain specific Shareholder approval.

Explanatory Statement *continued*

Resolutions *continued*

Part D: Issue of securities to Directors *continued*

Resolution 6 – Issue of Performance Rights to Mr Kar Wing (Calvin) Ng *continued*

Information required by ASX Listing Rule 10.13

The following information in relation to the Performance Rights is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- The maximum number of Performance Rights to be granted to Mr Ng is 300,000.
- The Company will issue the Performance Rights no later than 1 month after the date of the Meeting.
- Mr Ng is a related party of the Company by virtue of being a director of the Company.
- Each Performance Right will be granted for nil consideration and accordingly no funds will be raised from the grant of the Performance Rights.
- One-third of the Performance Rights will vest on each of 22 March 2017, 2018 and 2019. It is a condition of vesting that Mr Ng continue to be a Director on the relevant vesting date. A Performance Right may be exercised after it has vested but before its expiry date.

Each Performance Right will have a nil exercise price and will expire on 22 September 2021.

- A Share issued upon the exercise of a Performance Right will rank equally in all respects with existing Shares.
- A voting exclusion statement is included in the Notice of Meeting.

Information required by Chapter 2E of the Corporations Act

The related party to whom the proposed Resolutions would permit the financial benefit to be given

- Mr Ng is the related party of the Company to whom Resolution 6 would permit the financial benefit to be given, as he is a director of the Company.

The nature of the financial benefit and other remuneration of the relevant director

- The nature of the financial benefit to be given to Mr Ng is the issue of Performance Rights as outlined in Table 2.
- As of the date of this Notice of Meeting, Mr Ng's relevant interest in the securities of the Company is as set out in Table 3.
- Mr Ng received the following remuneration during the financial year ended 30 June 2016.

Table 2 – Director remuneration (FY16)

Director	Cash salary and fees	Cash bonus	Annual leave	Superannuation	Long service leave
Calvin Ng	\$64,307	–	–	\$6,109	–

- For the financial year ending 30 June 2017, Mr Ng will receive a director's fee of \$85,000 (including superannuation).
- Mr Ng may also be paid fees or other amounts as the Board determines if he performs special duties or otherwise performs services outside the scope of the ordinary duties of a director.

Existing relevant interest

- As of the date of this Notice of Meeting, Mr Ng has the relevant interest in Shares disclosed in Table 3.

Potential relevant interest if Shareholder approval is obtained for all Resolutions

- The dilutionary effect of the issue of the Performance Rights and the Director Options to each of the directors if all of the Resolutions are approved is set out in Table 3. Table 3 sets out the possible shareholdings of each of the relevant Directors on a fully diluted basis. It assumes that all of the options have vested and have been exercised.

Table 3 – Effect of the issue of Performance Rights and Director Options

Resolution under this Notice of Meeting	Director	Current relevant interest	Number of Performance Rights	Number of Director Options	Maximum relevant interest (fully diluted)
5	Calvin Ng ⁽¹⁾	21,434,420	300,000	–	22,034,420
6	Adir Shiffman ⁽²⁾	6,859,000	–	300,000	7,159,000
7	Shaun Holthouse	24,757,000	–	300,000	25,057,000
8	Igor van de Griendt	22,990,000	–	300,000	23,290,000
9	Calvin Ng ⁽¹⁾	21,434,420	–	300,000	22,034,420
10	Brent Scrimshaw	–	–	300,000	300,000
Total			300,000	1,500,000	

Notes:

(1) Excluding exercise of the “Disruptive Option” over 1,664,400 unissued new shares.

(2) Excluding exercise of the “Disruptive Option” over 1,664,400 unissued new shares.

- (i) On a fully diluted basis (assuming all of the Performance Rights and Director Options vest and are exercised), Mr Ng will have a relevant interest in the Company of 13.77% and (if the Disruptive Option is also exercised) a relevant interest in the Company of 14.66%.

Historical share price information

- (j) Historical share price information for the 12 months prior to the date of the Notice of Meeting is as follows.

Table 4 – Share price information

	Price	Date
Highest	\$4.290	19 July 2016
Lowest	\$1.326	17 November 2015
Last	\$3.52	18 October 2016

Valuation of the Performance Rights

- (k) The proposed grant of Performance Rights to Mr Ng, based on the assumptions set out below, are valued at \$1,080,000.

Valuation Input	Assumption
Number of Performance Rights	300,000
Date of valuation	22 September 2016
Contract Life	30 months
Risk free rate	1.71%
Share price at valuation date	\$3.60
Exercise price	\$0
Expected Dividend Yield	\$0
Assumed standard deviation	55%
Assessed value of Performance Rights	\$1,080,000

Explanatory Statement *continued*

Resolutions *continued*

Part D: Issue of securities to Directors *continued*

Resolution 6 – Issue of Performance Rights to Mr Kar Wing (Calvin) Ng *continued*

Information required by Chapter 2E of the Corporations Act *continued*

Valuation of the Performance Rights *continued*

(l) This value is based on the full “Contract Life” of the Performance Rights. The “fair value” of these Performance Rights will be determined once the Performance Rights are granted, assuming Shareholder approval is obtained.

(m) The Income Statement cost of these Performance Rights, assuming they are approved, granted and vest, based on current assumptions determined using the “expected life” of the Performance Rights, is estimated as follows:

	FYE2017	FYE2018	FYE2019	Total
300,000 Performance Rights (Calvin Ng)	\$655,627	\$319,233	\$105,140	\$1,080,000

(n) The expected Income Statement expense is less than the ‘Contract Life’ value because the ‘fair value’ allows for use of the lower expected life assumption to be applied in the valuation process.

(o) If the Performance Rights do not vest, then no Income Statement cost will be incurred.

(p) Shareholders should be aware that this cost is a non-cash expense.

Information

(q) Other than the information above and otherwise contained in this Explanatory Statement, the Company believes that there is no information that would be reasonably required by Shareholders to consider whether or not to pass Resolution 6.

Directors’ recommendation

Mr Ng has an interest in the outcome of Resolution 6 and therefore believes it inappropriate to make a recommendation. The other Directors (excluding Mr Ng) recommend the grant of the Performance Rights to Mr Ng as it provides a cost effective and efficient reward for the Company to make to recognise the past performance of Mr Ng.

Resolutions 7–11 – Issue of Director Options

It is proposed that, if Shareholder approval under Resolutions 7, 8, 9, 10 and 11 is obtained, 300,000 Director Options will be granted to each Director (except for Mr James Orlando who has recently joined the Board to fill a casual vacancy) on the terms and conditions set out below.

Table 5 – Director Options proposed to be issued to each Director

Director options	Number granted	Vesting date	Exercise Price	Expiry Date
Tranche 1	100,000	22 September 2017	\$4.284	24 March 2018
Tranche 2	100,000	22 September 2018	\$4.843	24 March 2019
Tranche 3	100,000	22 September 2019	\$4.843	23 March 2019

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the *Corporations Act*; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the *Corporations Act*.

ASX Listing Rule 10.11 provides that a listed company must not issue equity securities to a related party without Shareholder approval.

A "related party" for the purposes of the ASX Listing Rules is widely defined and includes a director of a public company. Each of Director is therefore a related party. Accordingly, the grant of Director Options to each Director requires the Company to obtain specific Shareholder approval.

Information required by ASX Listing Rule 10.13

The following information in relation to the Director Options is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (h) The maximum number of Director Options to be granted to the Directors is 1,500,000 in aggregate.
- (i) The Company will issue the Director Options no later than 1 month after the date of the Meeting.
- (j) Each of Director is a related party of the Company by virtue of being a director of the Company.
- (k) Each Director Option will be granted for nil consideration and accordingly no funds will be raised from the grant of the Director Options.
- (l) One-third of the Director Options will vest on each of 22 September 2017, 2018 and 2019. A Director Option may be exercised after it has vested but before its expiry date. The first tranche of Director Options will have an exercise price of \$4.284 (being the Company's 30-day VWAP on 22 September 2016 plus 15%). The second and third tranches of Director Options will have an exercise price of \$4.843 (being the Company's 30-day VWAP on 22 September 2016 plus 30%). Each Director Option will expire on 22 September 2022. A Share issued upon the exercise of a Director Option will rank equally in all respects with existing Shares.
- (m) A voting exclusion statement is included in the Notice of Meeting.

Information required by Chapter 2E of the *Corporations Act*

The related party to whom the proposed Resolutions would permit the financial benefit to be given

- (a) Each of Director is a related party of the Company to whom Resolutions 7–11 would permit the financial benefit to be given, as he is a director of the Company.

The nature of the financial benefit and other remuneration of the relevant Director

- (b) The nature of the financial benefit to be given to each Director is the issue of Director Options as outlined in Table 3.
- (c) As of the date of this Notice of Meeting, each Director's relevant interest in the securities of the Company is as set out in Table 3.
- (d) Each Director received the following remuneration during the financial year ended 30 June 2016.

Explanatory Statement *continued*

Resolutions *continued*

Part D: Issue of securities to Directors *continued*

Resolutions 7–11 – Issue of Director Options *continued*

Information required by Chapter 2E of the *Corporations Act* *continued*

The nature of the financial benefit and other remuneration of the relevant Director continued

Table 6 – Director remuneration (FY16)

Director	Cash salary and fees	Cash bonus	Annual leave	Superannuation	Long service leave
Calvin Ng	64,307	–	–	6,109	–
Adir Shiffman	229,500	60,000	–	–	–
Shaun Holthouse	297,419	100,000	9,091	23,415	12,808
Igor van de Griendt	247,048	20,000	27,185	23,461	7,858
Brent Scrimshaw	73,440	–	–	6,977	–

- (e) For the financial year ending 30 June 2016, each Director will receive director's fees as follows.

Table 7 – Director remuneration (FY17)

Director	Cash salary and fees	Superannuation
Calvin Ng	77,626	7,374
Adir Shiffman	255,000	–
Shaun Holthouse	242,009	22,991
Igor van de Griendt	182,648	17,352
Brent Scrimshaw	86,758	8,242

- (f) A Director may also be paid fees or other amounts as the Board determines if the Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a director.

Existing relevant interest

- (g) As of the date of this Notice of Meeting, each Director has the relevant interest in Shares disclosed in Table 3.

Potential relevant interests if Shareholder approval is obtained for all Resolutions

- (r) The dilutionary effect of the issue of the Performance Rights and the Director Options to each of the Directors if all of the Resolutions are approved is set out in Table 3. Table 3 sets out the possible shareholdings of each of the relevant Directors on a fully diluted basis. It assumes that all of the Options have vested and have been exercised, and that the Disruptive Option has been exercised.

Historical share price information

- (h) Historical share price information for the 12 months prior to the date of the Notice of Meeting is set out in Table 4.

Valuation of the Director Options

- (i) The proposed grant of Director Options to Directors, based on the assumptions set out below, are valued at \$284,440 for each Director.

Valuation input	Assumption
Number of Director Options (per Director)	300,000
Date of valuation	22 September 2016
Contract life	42 Months
Risk free rate	1.71%
Share price at valuation date	\$3.60
Exercise price	Year 1 \$4.284 Year 2 & 3 \$4.842
Expected Dividend Yield	0
Assumed standard deviation	55%
Assessed value of Director Options (per Director)	\$284,440

- (j) This value is based on the full “Contract Life” of the Director Options. The “fair value” of these Director Options will be determined once the Director Options are granted, assuming shareholder approval is obtained.
- (k) The Income Statement cost of these Director Options, assuming they are approved, granted and vest, based on current assumptions determined using the “expected life” of the Director Options, is estimated as follows:

	FYE2017	FYE2018	FYE2019	FYE2020	Total
300,000 Director Options (per Director)	\$112,885	\$94,860	\$46,629	\$8,476	\$262,870

- (l) The expected Income Statement expense is less than the ‘Contract Life’ value because the ‘fair value’ allows for use of the lower expected life assumption to be applied in the valuation process.
- (m) If the options do not vest, then no Income Statement cost will be incurred.
- (n) Shareholders should be aware that this cost is a non-cash expense.
- (o) Further, if all the Director Options were exercised, the Company would receive a cash flow positive benefit of \$1,396,940 per Director.

Information

- (p) Other than the information above and otherwise contained in this Explanatory Statement, the Company believes that there is no information that would be reasonably required by Shareholders to consider whether or not to pass Resolutions 7–11.

Directors’ recommendation

Resolution 7: Adir Shiffman has an interest in the outcome of Resolution 7 and therefore believes it inappropriate to make a recommendation. The other Directors (excluding Adir Shiffman) recommend the grant of the Director Options to Adir Shiffman as it provides a cost effective and efficient reward for the Company to make to recognise the past performance of Adir Shiffman.

Resolution 8: Shaun Holthouse has an interest in the outcome of Resolution 8 and therefore believes it inappropriate to make a recommendation. The other Directors (excluding Shaun Holthouse) recommend the grant of the Director Options to Shaun Holthouse as it provides a cost effective and efficient reward for the Company to make to recognise the past performance of Shaun Holthouse.

Explanatory Statement *continued*

Resolutions *continued*

Part D: Issue of securities to Directors *continued*

Resolutions 7-11 – Issue of Director Options *continued*

Directors' recommendation *continued*

Resolution 9: Igor van de Griendt has an interest in the outcome of Resolution 9 and therefore believes it inappropriate to make a recommendation. The other Directors (excluding Igor van de Griendt) recommend the grant of the Director Options to Igor van de Griendt as it provides a cost effective and efficient reward for the Company to make to recognise the past performance of Igor van de Griendt.

Resolution 10: Calvin Ng has an interest in the outcome of Resolution 10 and therefore believes it inappropriate to make a recommendation. The other Directors (excluding Calvin Ng) recommend the grant of the Director Options to Calvin Ng as it provides a cost effective and efficient reward for the Company to make to recognise the past performance of Calvin Ng.

Resolution 11: Brent Scrimshaw has an interest in the outcome of Resolution 11 and therefore believes it inappropriate to make a recommendation. The other Directors (excluding Brent Scrimshaw) recommend the grant of the Director Options to Brent Scrimshaw as it provides a cost effective and efficient reward for the Company to make to recognise the past performance of Brent Scrimshaw.

Enquiries

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

Glossary

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

Annual Financial Report means the 2016 Annual Report to Shareholders for the period ended 30 June 2016 as lodged by the Company with ASX on 30 September 2016.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Grant Thornton dated 29 August 2016 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

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

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Director Option means the Options to be issued to each Director as described in Part D of the Explanatory Memorandum.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

Equity Raising means the fully underwritten placement and entitlement offer to raise up approximately A\$100 million to fund the XOS Acquisition and the PLAYERTEK Acquisition.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 5 October 2016 including the Explanatory Statement.

November Placement means the placement of 4,259,606 Shares in the Company at an issue price of \$1.42 per Share to new and existing professional and sophisticated investors completed on 26 November 2016.

Option means an option to acquire a Share.

PLAYERTEK means Kodaplay Limited trading as PLAYERTEK.

PLAYERTEK Acquisition means the acquisition of PLAYERTEK completed on 12 August 2016, as announced on ASX.

Performance Rights means the performance rights to be issued to Mr Kar Wing (Calvin) Ng as described in Part D of the Explanatory Memorandum.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report which is also available on the Company's website at www.catapultsports.com.

Glossary *continued*

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

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

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

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

Shareholder means a holder of a Share.

Spill Meeting means the meeting that will be convened within 90 days of the 2017 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2017 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2017 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2017 AGM.

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

XOS means XOS Technologies, Inc. XOS is the market leader in providing innovative digital and video analytic software solutions to elite sports teams in the United States.

XOS Acquisition means the acquisition of XOS completed on 12 August 2016, as announced on ASX.

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Corporate Directory

Shareholder Information

Shareholder enquiries

Shareholders with queries should contact the Group's share registry, Computershare, on phone 1300 850 505 (investors within Australia), +61 (0)3 9415 4000 (investors) or fax +61 (0)3 9473 2500, or through its website (www.computershare.com.au) or write to:

Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford, VIC, 3067

Securities exchange listing

The Group's shares are listed on the Australian Securities Exchange (ticker: CAT)

General enquiries

Company Secretary:
Anand Sundaraj
Whittens McKeough and Sundaraj Pty Ltd
Level 29, 201 Elizabeth Street,
Sydney, NSW, 2000
+61 (0)2 8072 1400

The address and telephone of the Company's registered office is:

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

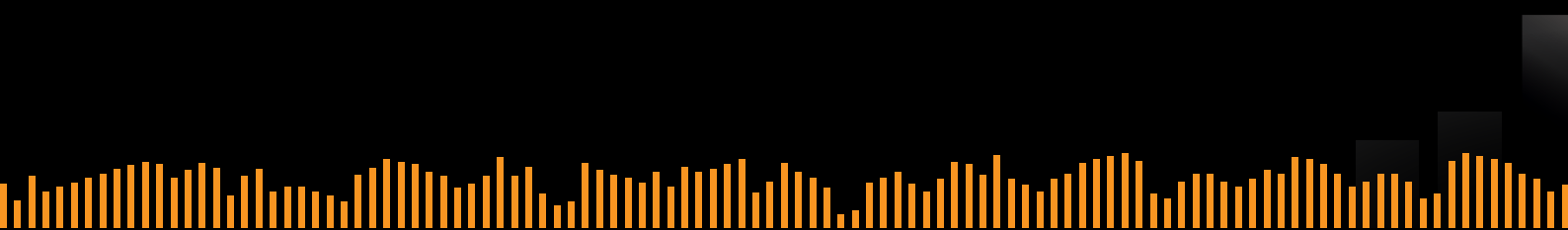
Telephone: +61 (0)3 9095 8401

The postal address is:

T47B Collins Square, 727 Collins Street
Docklands, VIC, 3008

Website:

www.catapultsports.com.



catapult.

catapultsports.com



CATAPULT GROUP INTERNATIONAL LTD
ABN 53 164 301 197

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00 am (AEDT) Monday 28 November 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →



MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Catapult Group International Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Catapult Group International Limited to be held at The Events Centre, 727 Collins Street, Docklands VIC 3008 at 10:00 am (AEDT) on Wednesday, 30 November 2016 and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 6, 7, 8, 9, 10 and 11 (except where I/we have indicated a different voting intention below) even though Items 1, 6, 7, 8, 9, 10 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 6, 7, 8, 9, 10 and 11 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
Item 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 10	Issue of Directors Options to Mr Kar Wing (Calvin) Ng	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Re-election of Dr Adir Shiffman as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 11	Issue of Directors Options to Mr Brent Scrimshaw	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Mr Kar Wing (Calvin) Ng as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 4	Election of Mr James Orlando as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 5	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 6	Issue of Performance Rights to Mr Kar Wing (Calvin) Ng	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 7	Issue of Directors Options to Dr Adir Shiffman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 8	Issue of Directors Options to Mr Shaun Holthouse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 9	Issue of Directors Options to Mr Igor Van De Griendt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

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