



**CATAPULT GROUP
INTERNATIONAL LTD
ACN 164 301 197**

**Notice of
2018 Annual
General Meeting
Explanatory Statement
Proxy Form**

Time: 10:00am (Melbourne time)
Date: Tuesday, 20 November 2018
Place: 75 High Street, Prahran VIC 3181

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 3 9095 8409.

NOTICE OF MEETING 2018



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VENUE AND TIME

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (Melbourne time) on Tuesday, 20 November 2018 at 75 High Street, Prahran VIC 3181.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

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

1. deliver the Proxy Form:
 - (a) by hand to:
Computershare Investor Services Pty Ltd
Yarra Falls, 452 Johnston Street, Abbotsford
VIC 3067; or
 - (b) by post to:
Catapult Group International Ltd;
c-/Computershare Investor
Services Pty Ltd;
GPO Box 242
Melbourne VIC 3001; or
2. by facsimile to 1800 783 447, or outside Australia, +61 3 9473 2555; or
3. lodge online at www.investorvote.com.au, following the instructions on the front of the proxy form.

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that an Annual General Meeting of Shareholders of Catapult Group International Ltd ACN 164 301 197 will be held at 10:00am (Melbourne time) on Tuesday, 20 November 2018 at 75 High Street, Prahran VIC 3181.

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 7:00pm (Melbourne time) on Sunday, 18 November 2018. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary set out at the end of this document.

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 2018 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 2018."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at this AGM, shareholders will be required to vote on a resolution (a **Spill Resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director, if any) would need to stand for re-election.

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 Voters**). 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**) as your proxy and you are not a Restricted Voter, by submitting the Proxy Form you authorise the Chair 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 Chair to vote against, or to abstain from voting on, this Resolution.

2. Resolution 2 – conditional spill resolution

Subject to and conditional upon at least 25% of the votes cast on Resolution 1 being cast against Resolution 1, to consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

"That:

- (a) *the Company convene another meeting of the Company's members (Spill Meeting) within 90 days after the date of the passing of this resolution;*
- (b) *all the Company's directors who:*
 - (i) *were directors when the resolution to approve the Directors' Report for the financial year ended 30 June 2018 was passed; and*
 - (ii) *who are not a managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office,*
cease to hold office, immediately before the end of the Spill Meeting; and
- (c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to vote at the Spill Meeting."*

Note: Resolution 2 will only be put to the AGM if at least 25% of the votes cast on Resolution 1 to adopt the FY18 Remuneration Report are cast against its adoption. If fewer than 25% of the votes on Resolution 1 are against adoption of the Remuneration Report, Resolution 2 will not be put. Please refer to the Explanatory Statement for more information.

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Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 2 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 Voters**). 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 2; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the Chair as your proxy and you are not a Restricted Voter, by submitting the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 2 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 stated intention to vote against Resolution 2. If you do not want your vote exercised against Resolution 2, you should direct the Chair to vote for, or to abstain from voting on, this Resolution.

Part B: re-election of directors

3. Resolution 3 – re-election of Mr Brent Scrimshaw as director

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

"That Brent Scrimshaw, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4 and being eligible offers himself for re-election, be re-elected as a Director of the Company."

4. Resolution 4 – re-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 James Orlando, a Director who voluntarily retires and being eligible offers himself for re-election, be re-elected as a Director of the Company."

Part C: ratification of prior issue of equity securities

5. Resolution 5 – ratification of prior issue of equity securities

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) 22,727,273 fully paid ordinary shares at an issue price of \$1.10 per Share, issued on 3 April 2018 (**Placement Securities**); and
- (b) 144,176 fully paid ordinary shares at an issue price of \$1.73 per Share, issued as part consideration for the acquisition of the Athlete Management System products and clients from SMG Technologies Pty Ltd, as disclosed to ASX on 7 August 2017 and in accordance with a Restriction Deed dated 28 February 2018 (**Consideration Securities**),

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

Voting exclusion statement: In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who participated in any of the issues described in (a) or (b) above; or
- (b) an Associate of any person who participated in any of the issues described in (a) or (b) above.

However, the Company need 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.

Dated: 10 October 2018

By order of the Board

Markus Ziemer
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00am (Melbourne time) on Tuesday, 20 November 2018 at 75 High Street, Prahran VIC 3181.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding how to vote on the Resolutions contained in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contained in the Notice of Meeting, 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

Ordinary business

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 2018 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

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.

In accordance with 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.

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 the Company's website at <https://www.catapultsports.com/investor/financial-reports>.

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 Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://www.catapultsports.com/investor/financial-reports>.

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.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. However, under the Corporations Act:

- (a) if at least 25% of the votes cast at any AGM on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, the Company's next remuneration report must explain the Board's proposed action in response or explain why no action has been taken; and
- (b) if, at the AGM in the following year, at least 25% of the votes cast on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, a resolution must be put to the shareholders (**Spill Resolution**) that another meeting be held within 90 days at which all the Directors who were directors when the resolution to approve the Directors' Report for that year was passed, excluding any Managing Director, would need to stand for re-election (**Spill Meeting**).

At the AGM held on 22 November 2017 more than 25% of votes cast on the non-binding resolution to adopt the remuneration report were cast against that resolution.

The Board has taken seriously the strong message sent by this "first strike" received at last year's AGM. In response, the Board engaged an independent remuneration consultant to benchmark executive remuneration, and the Nomination and Remuneration Committee sought views from a range of shareholders. This has led to the Nomination and Remuneration Committee revising the Company's remuneration policies effective FY19 to enhance alignment between executive remuneration and shareholder interests. The key improvements are as follows:

- long term incentive equity grant terms to include a total shareholder return hurdle, with a nil award where compound annual growth rate is below 12.5% per annum;
- transition to deferral of STI awards through equity award to create increased shareholder alignment, motivate retention and preserve cash; and
- greater clarity, transparency and certainty around the Company's remuneration practices.

Further details of Board's proposed action in response to the "first strike" received at last year's AGM are contained in the Remuneration Report.

Directors' recommendation and Chair's voting intentions

The Board recommends that Shareholders vote **in favour** of Resolution 1. The Chair of the Meeting intends to vote all available proxies to vote **in favour** of Resolution 1.

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

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to vote, or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP. If you appoint the Chair as proxy, you will be taken to have directed him or her to vote in accordance with his or her stated intention to vote **in favour** of Resolution 1.

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

Resolution 2 – conditional spill resolution

The Corporations Act requires that a Spill Resolution be included in the notice of meeting where at least 25% of the votes cast at the previous AGM on a resolution to adopt the remuneration report were cast against the adoption of the remuneration report. The Spill Resolution is required to be put to the Meeting if at least 25% of the votes cast on Resolution 1 to adopt the FY18 remuneration report are cast against the adoption of the FY18 remuneration report. If the Spill Resolution is put, it will be considered as an ordinary resolution.

If the Spill Resolution is put to the Meeting and passed, the Company will hold another meeting of Shareholders, known as Spill Meeting, within 90 days. Under section 250V(1)(b)(i) of the Corporations Act, the following directors will cease to hold office immediately before the end of the Spill Meeting (unless they resign before the Spill Meeting):

- (a) Calvin Ng;
- (b) Adir Shiffman;
- (c) Shaun Holthouse;
- (d) Igor van de Griendt;
- (e) Brent Scrimshaw; and
- (f) James Orlando.

This assumes those Directors seeking re-election at this 2018 AGM are re-elected.

Each of these Directors is eligible to stand for re-election at the Spill Meeting and intends to seek re-election.

The Spill Meeting, if required, will be subject to separate notice in accordance with the Constitution of the Company and the Corporations Act. Nominations for director appointments at the Spill Meeting may be made in accordance with the Constitution of the Company and may include the Directors listed above.

Directors' recommendation and Chair's voting intentions

The Board recommends that Shareholders vote **against** Resolution 2. The Chair of the Meeting intends to vote all available proxies to vote **against** Resolution 2.

Voting

Note that a voting exclusion applies to Resolution 2 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 expressly authorises the Chair to exercise the proxy even though Resolution 2 is connected directly or indirectly with the remuneration of a KMP. If you appoint the Chair as proxy, you will be taken to have directed him or her to vote in accordance with his or her stated intention to vote **against** Resolution 2.

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: re-election of directors

Resolution 3 – re-election of Brent Scrimshaw

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.

Brent Scrimshaw was last re-elected as a Director of the Company at the Company's Annual General Meeting held on 24 November 2015 and has served as a Director of the Company since that date. Mr Scrimshaw is therefore required to seek re-election at this AGM.

Mr Scrimshaw is an Independent Non-Executive Director and Chair of the Remuneration and Nomination Committee. He has over 25 years of experience in consumer innovation, executive business leadership and global brand management focused on the athletic and sports industry, primarily through diverse and international experience spanning an 18 year career at Nike, Inc. Mr Scrimshaw is also currently a non-executive director at Rhinomed Ltd, a medical technology company, and at Kathmandu Holdings Ltd, a specialty clothing and equipment retailer.

Directors' recommendation and Chair's voting intentions

The Board (excluding Brent Scrimshaw) recommends that Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

Resolution 4 – re-election of James Orlando BSc, MBA

James Orlando was last elected as a Director of the Company at the Annual General Meeting held on 30 November 2016 and has served as a Director of the Company since that date.

Whilst Mr Orlando is not required to seek re-election at this meeting under the Company's Constitution, the Board wishes to ensure that the retirement of Directors is phased as evenly as possible from year to year and considers it appropriate that two Directors seek re-election this year. James Orlando is therefore voluntarily seeking re-election at this AGM.

Mr Orlando is an Independent Non-Executive Director, Chair of the Risk and Audit Committee and a member of the Remuneration and Nominations Committee. He has held senior finance positions driving growth

and shareholder value in the United States, Asia and Australia with organisations including AAPT, PowerTel, AT&T and Lucent Technologies. Most recently Mr Orlando was the CFO of Veda Group Ltd, leading the company through its successful IPO in December 2013.

Directors' recommendation and Chair's voting intentions

The Board (excluding James Orlando) recommends that Shareholders vote in favour of Resolution 4. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 4.

Part C: ratification of prior issue of equity securities

Resolution 5 – ratification of prior issue of equity securities

Background to this resolution

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

- (a) 22,727,273 fully paid ordinary shares at \$1.10 per Share, issued on 3 April 2018 (**Placement Securities**); and
- (b) 144,176 fully paid ordinary shares at \$1.73 per Share, issued as part consideration for the acquisition of the Athlete Management System products and clients from SMG Technologies Pty Ltd, as disclosed to ASX on 7 August 2017 and in accordance with a Restriction Deed dated 28 February 2018 (**Consideration Securities**).

The Placement Securities

The Placement Securities were issued pursuant to completion of a placement of Shares to raise a total of \$25 million (before costs) from institutional investors. Net proceeds from the placement were primarily used to capitalise the business appropriately and enable the execution of Catapult's significant growth opportunities in the elite and prosumer markets and deliver long-term growth to shareholders.

The Consideration Securities

The Consideration Securities were issued as part consideration in accordance with an asset sale and purchase agreement for the acquisition of the Athlete Management System products and clients from SMG Technologies Pty Ltd, as disclosed to ASX on 7 August 2017 and in accordance with a Restriction Deed dated 28 February 2018.

The Placement Securities and the Consideration Securities were issued utilising the Company's existing capacity under Listing Rule 7.1.

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.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1, which provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous

issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1.

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.

Information required by ASX Listing Rule 7.5

The following information in relation to the Placement Securities and the Consideration Securities is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued the following Securities:
 - (i) 22,727,273 fully paid ordinary shares, being the Placement Securities; and
 - (ii) 144,176 fully paid ordinary shares, being the Consideration Securities.
- (b) The price the Securities were issued is as follows:
 - (i) the Placement Securities were issued at \$1.10 per Share; and
 - (ii) the Consideration Securities were issued at \$1.73 per Share.
- (c) The securities had the following terms:
 - (i) the Placement Securities are fully paid ordinary shares which rank equally with all other Shares in the Company; and
 - (ii) the Consideration Securities are fully paid ordinary shares which rank equally with all other Shares in the Company.
- (d) The securities were issued to the following persons:
 - (i) the Placement Securities were issued to institutional investors who applied to participate in the Company's placement to raise a total of \$25 million (before costs); and
 - (ii) the Consideration Securities were issued to SMG Technologies Pty Ltd as part consideration in accordance with an asset sale and purchase agreement for the acquisition of the Athlete Management System products and clients from SMG Technologies Pty Ltd, as disclosed to ASX on 7 August 2017 and in accordance with a Restriction Deed dated 28 February 2018.
- (e) Funds raised from the issue of the Securities were used as follows:
 - (i) funds raised from the issue of the Placement Securities have been and will be used by the Company to fund the hiring of additional sales and marketing FTEs in the Americas, Europe and Asia and to accelerate the Company's penetration in those markets; marketing, distribution and working capital to accelerate growth in unit sales following Catapult's soft launch to the prosumer soccer market in Q4 FY18; the hire of additional software development FTEs to continue to develop and commercialise the tactical product for elite teams; and the integration and additional development costs related to other products in the Company's technology stack; and

8 EXPLANATORY STATEMENT (CONT.)

- (ii) the Consideration Securities were issued as partial funding for the acquisition of the Athlete Management System products and clients from SMG Technologies Pty Ltd, as disclosed to ASX on 7 August 2017 and in accordance with a Restriction Deed dated 28 February 2018.

Directors' recommendation and Chair's voting intentions

The Board recommends that Shareholders vote **in favour** of Resolution 5. The Chair of the Meeting intends to vote all available proxies to vote **in favour** of Resolution 5.

Voting

Note that a voting exclusion applies to Resolution 5 in the terms set out in the Notice of Meeting. In particular, a person who participated in any of the issues of Securities described above, and their Associates, must

not vote on this Resolution and must not cast a vote as proxy, unless it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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

ENQUIRIES

Shareholders are asked to contact Mr Markus Ziemer, Company Secretary, on + 61 3 9095 8409 if they have any queries in respect of the matters set out in these documents.

Annual Financial Report means the 2018 Annual Report to Shareholders for the period ended 30 June 2018 as lodged by the Company with ASX on 16 August 2018.

GLOSSARY

Annual Financial Report means the 2018 Annual Report to Shareholders for the period ended 30 June 2018 as lodged by the Company with ASX on 16 August 2018.

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.

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 Audit Pty Ltd dated 16 August 2018 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.

Closely Related Party of a member of a KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
- (e) a company the member controls.

Company means Catapult Group International Ltd ACN 164 301 197.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

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

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

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

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 10 October 2018 including the Explanatory Statement.

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.

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 KMP and any Closely Related Parties of those members.

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

Shareholder means a holder of a Share.