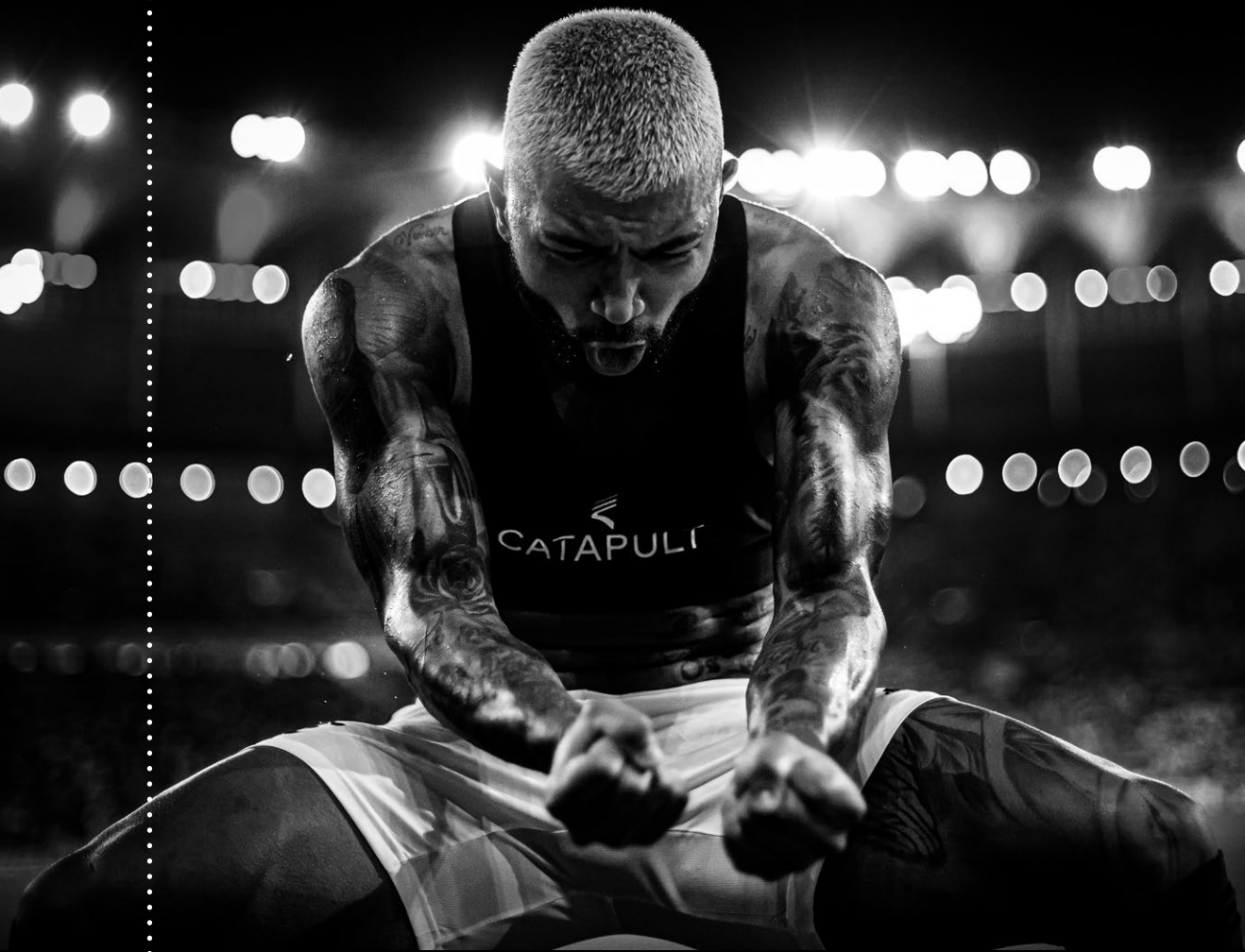




**NOTICE OF  
MEETING 2019**

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



**NOTICE OF 2019  
ANNUAL GENERAL MEETING**

**EXPLANATORY STATEMENT**

**PROXY FORM**

**Time:** 10:00am (Melbourne time)  
**Date:** Wednesday, 27 November 2019  
**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.

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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 Wednesday, 27 November 2019 at:

75 High Street  
Prahran VIC 3181

Please note that there is limited parking available in the vicinity of the meeting venue. Convenient public transport options include the Prahran railway station which is on the Sandringham Metro rail line and stops 29 or 30 on the Route 6 tram which runs along High Street.

## 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.computershare.com/au](http://www.computershare.com/au), instructions as follows:

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

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 Wednesday, 27 November 2019 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 25 November 2019**. 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 2019 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

#### 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 2019."*

**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.

#### 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 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, be re-elected as a Director of the Company."*

#### 3. Resolution 3 – re-election of Mr Igor van de Griendt as director

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

*"That Mr Igor van de Griendt, a Director who voluntarily offers himself for re-election and being eligible for re-election, be re-elected as a Director of the Company."*

## 4 NOTICE OF ANNUAL GENERAL MEETING (CONT.)

### 4. Resolution 4 – re-election of Mr 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, be re-elected as a Director of the Company."*

### 5. Resolution 5 – issue of director's options and performance rights to Mr James Orlando

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, Listing Rule, 10.14 and for all other purposes, the Shareholders of the Company approve the issue of 611,612 Director Options and 154,412 Performance Rights and the issue of Ordinary Shares on exercise of these Options and Performance Rights under the Catapult Employee Incentive Plan to Mr James Orlando on the terms set out in the Explanatory Memorandum."*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution 5 by:

- (a) each of the Directors of the Company eligible to participate in the Catapult Employee Incentive Plan or a nominee of any of them;
- (b) an associate of any person described in (a).

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: 17 October 2019

BY ORDER OF THE BOARD

**Markus Ziemer**  
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 10:00am (Melbourne time) on Wednesday, 27 November 2019 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 2019 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's Annual Financial Report on its website at <https://www.catapultsports.com/investor/financial-reports>.

### RESOLUTIONS

#### 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 (second AGM), 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 approve the Directors' Report for that year was passed, excluding any Managing Director, would need to stand for re-election (**Spill Meeting**).

#### 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 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. 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.

## 6 EXPLANATORY STATEMENT (CONT.)

### Resolution 2 – re-election of Dr. Adir Shiffman

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.

Adir Shiffman was last re-elected as a Director of the Company at the Company's Annual General Meeting held on 30 November 2016 and has served as a Director of the Company since that date. Dr Shiffman is therefore required to seek re-election at this AGM.

Background details for Dr Shiffman are set out below:

Dr Adir Shiffman, Executive Chairman of Catapult, has extensive CEO and board experience in the technology sector. He joined Catapult as a start-up in 2011, was a key driver of the IPO process and M&A activity, and remains dedicated to ensuring the company retains and expands its global leadership in the sports technology sector.

Adir has founded and sold 6 technology startups, many of which were in the SaaS sector. His expertise includes strategic planning, international expansion, mergers and acquisitions and strategic partnerships.

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

### Directors' recommendation and Chair's voting intentions

The Board (excluding Dr Shiffman) recommends that Shareholders vote **in favour** of this Resolution 2. The Chair of the Meeting intends to vote all available proxies **in favour** of Resolution 2.

### Resolution 3 – re-election of Igor van de Griendt

Igor van de Griendt voluntarily offers himself for re-election as a Director of the Company.

Igor van de Griendt was elected as a Director of the Company on 4 September 2013 and has since served as a Director of the Company. He was re-elected as a Director at the Company's Annual General Meeting held on 22 November 2017. Under this resolution he offers himself for re-election.

Background details for Igor van de Griendt Ng are set out below:

Mr van de Griendt is a co-founder and former Chief Technology Officer (CTO) and Executive Director of the Company.

Igor transitioned to a Non-Executive Director role as of 1 July 2019. He has also been a member of the Company's Board since 2006 and a member of the Audit and Risk Committee since 2013.

As CTO, Igor was integral in the early pioneering development of Catapult's technology offering. Igor holds numerous patents in the sports technology space.

Prior to co-founding Catapult, Igor was a Project Manager for the CRC for microtechnology which, in collaboration with the Australian Institute of Sport, developed a number of sensor platforms and technologies ultimately leading to the founding of Catapult.

Igor's early career involved engineering consulting services to technology companies including Telstra, NEC, Ericsson, Redflex Communications Systems and Ceramic Fuel Cells.

Igor holds a Bachelor of Electrical Engineering from Darling Downs Institute of Advanced Education (now University of Southern Queensland).

### Directors' recommendation and Chair's voting intentions

The Board (excluding Igor van de Griendt) recommend 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 Calvin Ng

Calvin Ng was elected as a Director of the Company at the Annual General Meeting held on 30 November 2016 and has since served as a Director of the Company. The Company's 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.

Calvin Ng is therefore required to seek re-election at this AGM.

Background details for Calvin Ng are set out below:

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

He is a co-founder and Managing Director of Aura Group, an independent corporate advisory and funds and wealth management business. He is also a co-founder of the Finsure Group, one of Australia's largest mortgage groups which recently merged with Goldfields Money Limited to create BNK Banking Corporation Limited (ASX:BBC).

Calvin has board experience in several businesses, with particular expertise providing management oversight and strategic guidance to small and medium sized enterprises. He sits on a number of boards, including Integrated Portfolio Solutions Pty Ltd, InStitchu Pty Ltd and entities associated with Aura Group and Finsure Group.

Mr Ng holds a Bachelor of Commerce and Bachelor of Laws from the University of New South Wales and was admitted to practise as a lawyer in the Supreme Court of New South Wales.

### Directors' recommendation and Chair's voting intentions

The Board (excluding Calvin Ng) recommend that Shareholders vote **in favour** of Resolution 4. The Chair of the Meeting intends to vote all available proxies **in favour** of Resolution 4.

## EXPLANATORY STATEMENT (CONT.)

### Resolution 5 – Issue of Director Options and Performance Rights to Mr James Orlando

Shareholder approval is sought, in accordance with ASX Listing Rule 10.14, for 611,612 Options and 154,412 Performance Rights to be granted to Mr James Orlando, a Director.

#### Details of the Options and Performance Rights to be granted to Mr Orlando

The Company announced the appointment of Mr Orlando as Interim CFO to the market on 19 March 2019 (ASX release). The term of the contract was set at six months fixed and thereafter terminable on one month's notice.

The remuneration details set out and disclosed were as follows:

1. Taxable salary (including superannuation) of \$25,833 per month;
2. Share options to be granted on the following terms.
  - a. Exercise Price – \$0.78 (30 day VWAP + 15% calculated at 14 March 2019);
  - b. First Vesting Date – 25 March 2020;
  - c. Last Exercise Date – 24 March 2022; and
  - d. Number of Options – 611,112 (Determined based on the equivalent in value to \$27,500 for each month of service, calculated at the time of the Agreement);
  - e. Performance condition – 25% of the options vest subject to service of the contract term. 75% of the options vest subject to agreed budgeting and Company performance metrics, all of which have been met

As indicated in the 10 May 2019 ASX release the Company seeks shareholder approval of this grant.

Subsequently, the Board has agreed to extend Mr Orlando's contract for a further period of up to 6 months (1 October 2019 to 31 March 2020) and in consideration part of Mr Orlando's remuneration will include a grant of Performance Rights calculated based on \$35,000 per month, calculated effective on 4 October 2019.

Details of the Performance Rights for the contract extension are as follows:

- a. Exercise Price – \$0.00;
- b. First Vesting Date – 31 March 2020;
- c. Last Exercise Date – 31 March 2021; and
- d. Number of Performance Rights – 154,412 (Determined based on the equivalent in value to \$35,000 for each month of service under the terms of the extended contract, calculated at the time of the revised Agreement); and
- e. Performance condition – Service only. If Mr Orlando's service is terminated before 31 March 2020 the Performance Rights will vest on a pro-rata basis, based on service completed.

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 10.14 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 a related party of the Company. Accordingly, the grant of Options and Performance Rights to each Director requires the Company to obtain specific Shareholder approval.

#### Information required by ASX Listing Rule 10.15

The following information in relation to the Resolution 5 is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The Options and Performance Rights are exercisable into Ordinary Shares on a 1:1 basis. Accordingly, the maximum number of Ordinary Shares that can be issued to the Director in the event of exercise of the Options and the Performance Rights is 766,024.
- (b) The Company will issue the Ordinary Shares on the vesting and exercise of the Options and Performance Rights and in any event, no later than 25 March 2022 (Options) and 31 March 2021 (Performance Rights), respectively.
- (c) The exercise price for the Options is \$0.78. The exercise price for the Performance Rights is nil.
- (d) The Directors of the Company are entitled to participate in the Catapult Employee Incentive Plan however none have received securities under the scheme since the last approval at the Company's 2016 AGM.
- (e) Mr Orlando is a related party of the Company by virtue of being a Director.
- (f) The Options and Performance Rights are to be granted for nil consideration.
- (g) The Options and Performance Rights are to be issued no later than one month after the date of the Meeting.
- (h) The funds raised, if any, from the vesting and exercise of the Options and Performance Rights will be used for working capital purposes.
- (i) A Share issued upon the vesting and exercise of any Options and Performance Rights will rank equally in all respects with existing Shares.
- (j) 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 is Mr Jim Orlando a related party of the Company to whom

## 8 EXPLANATORY STATEMENT (CONT.)

Resolution 5 would permit a financial benefit to be given, as he is a director of the Company.

The nature of the financial benefit and other remuneration of the Director is set out above.

Existing relevant interest. As of the date of this Notice of Meeting, Mr Orlando has the relevant interest in Shares disclosed below.

Potential relevant interests if Shareholder approval is obtained for Resolution 5

- (a) The dilutionary effect of the issue of Shares on the vesting and exercise of the Options and Performance Rights is 766,024 Shares.
- (a) On a fully diluted basis (assuming all Options and Performance Rights vest and are exercised), Mr Orlando will hold 846,024 Shares.

### Information

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 5.

### 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.

## GLOSSARY

**Annual Financial Report** means the 2019 Annual Report to Shareholders for the period ended 30 June 2019 as lodged by the Company with ASX on 25 October 2019.

**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 Audit Pty Ltd dated 22 August 2019 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;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**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 17 October 2019 including the Explanatory Statement.

**Option** means a right to acquire a share for payment of the exercise price subject to satisfying the conditions of offer.

**Performance Rights** means a right to acquire a share for a nil exercise price subject to satisfying the conditions of offer.

**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.

**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.



**Need assistance?****Phone:**1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)**Online:**[www.investorcentre.com/contact](http://www.investorcentre.com/contact)**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **10:00 am (Melbourne time) on Monday, 25 November 2019.**

# Proxy Form

## 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

**If you are attending in person, please bring this form with you to assist registration.**

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://www.investorvote.com.au) or scan your personalised QR code below using your smartphone.

Your secure access information is

**Control Number: 999999****SRN/HIN: I999999999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

**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.

# 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 Ltd 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 Ltd to be held at 75 High Street, Prahran, VIC 3181 on Wednesday, 27 November 2019 at 10:00am (Melbourne time) 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 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 5 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 and 5 by marking the appropriate box in step 2.

## 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
Resolution 1 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Dr Adir Shiffman as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Igor van de Griendt as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Mr Calvin Ng as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of director's options and performance rights to Mr James Orlando	<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.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

