



2020 NOTICE OF ANNUAL GENERAL MEETING



CATAPULT GROUP INTERNATIONAL LTD
ACN 164 301 197

**THE AGM IS TO BE HELD VIRTUALLY.
SHAREHOLDERS WILL NOT BE ABLE
TO ATTEND IN PERSON**

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.



HOW TO PARTICIPATE IN THE AGM

The 2020 Annual General Meeting (the **AGM**) of Catapult Group International Ltd ABN 53 164 301 197 (the **Company**) will be held at 10:00am (Melbourne time) on Tuesday, 17 November 2020 as a virtual meeting.

There are a number of ways that shareholders and proxyholders can attend and vote at the AGM:

1. VOTE OR ASK QUESTIONS VIRTUALLY

- Download the Lumi App onto your smartphone or mobile device. This can be downloaded from the GooglePlay Store™ or the Apple® App Store by searching by the app name "Lumi AGM"; or
- Join at www.web.lumiagm.com/335138573 using any web browser on a computer, tablet or smartphone device (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox).

Further details are in the Online Voting User Guide at www.catapultsports.com/investor/agm

Online registration will open at 9:30am (Melbourne time) on Tuesday, 17 November 2020.

You will need the following details to join the AGM:

Meeting ID	335-138-573
Username	Your Voter Access Code (VAC) as shown on your Direct Voting / Proxy Form*
Password	Australian Residents: Postcode of the registered holding Overseas Residents: The three-character country code which can be found on page 4 of the Online Voting User Guide at www.catapultsports.com/investor/agm
Appointed proxy / attorneys / corporate representatives	To receive your Username and Password, please contact our share registry, Boardroom, on 1300 032 762 (within Australia) or +61 2 8023 5417 (internationally) or send an email to enquiries@boardroomlimited.com.au to pre-register and obtain your login details.

The Lumi system is only for voting and asking questions.

To watch or listen to the AGM you must also either watch the video webcast (see option 2) or listen to the teleconference (see option 3).

**If you have received more than one Direct Voting / Proxy Form for different shareholdings then you will need to login separately for each holding using the corresponding Voting Access Code and postcode on the Direct Voting / Proxy Form in order to vote during the virtual AGM.*

For more information on voting, proxies and how to ask questions, please refer to the Explanatory Notes on page 5.

2. WATCH THE VIDEO WEBCAST

To pre-register for the video webcast please use the following link:

www.catapultsports.zoom.us/webinar/register/WN_pIJevA_GTOSHdU88r1oo-w

Registered participants will receive a calendar invite and meeting link which is to be used when connecting into the video webcast.

3. LISTEN TO THE TELECONFERENCE

To pre-register for the teleconference please use the following link:

www.catapultsports.zoom.us/webinar/register/WN_pIJevA_GTOSHdU88r1oo-w

Registered participants will receive a calendar invite and dial in phone numbers which is to be used when connecting to the teleconference.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of shareholders (the **AGM**) of Catapult Group International Ltd ACN 164 301 197 (the **Company**) will be held at 10:00am (Melbourne time) on Tuesday, 17 November 2020 as a virtual meeting online at www.web.lumiagm.com/335138573. Online registration will open at 9:30am (Melbourne time) on that day.

The Explanatory Notes to this Notice of Meeting provide additional information on matters to be considered at the AGM and form part of this Notice of Meeting.

Shareholders may also find out more information about the Company and the AGM by visiting the Investor section of Catapult's website at www.catapultsports.com/investor (the **Investor website**).

ITEMS OF BUSINESS

1. Chairman and Chief Executive Officer Presentations

2. Financial Statements and Reports

To receive and consider the Financial Report for the year ended 30 June 2020, together with the Directors' Report and Auditor's Report as set out in the Annual Report.

3. Election and re-election of Directors

To consider, and if thought fit, to pass the following resolutions as ordinary resolutions:

- (a) "THAT Ms Michelle Guthrie (appointed as a Director of the Company on 1 December 2019) who retires in accordance with clause 23.6 of the Company's Constitution and, being eligible, offers herself for election, be elected as a Director of the Company."
- (b) "THAT Mr Shaun Holthouse who retires by rotation in accordance with clause 23.10(b) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Items 3(a) and (b) will be voted on as separate ordinary resolutions.

4. Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"THAT the Remuneration Report forming part of the Directors' Report for the year ended 30 June 2020 be adopted."

5. Approval of Company's Employee Share Plan

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"THAT, for the purposes of ASX Listing Rule 7.2 (exception 13) and for all other purposes, the issue of equity securities under the Company's employee share plan (as further described in the Explanatory Notes) and the provision of ordinary shares in the Company on exercise or conversion of those equity securities be approved."

6. Amendments to the expiry date of options issued to Mr James Orlando

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"THAT, for the purposes of ASX Listing Rule 6.23.4 and for all other purposes, the options issued to Mr James Orlando on 27 November 2019 which currently have an expiry date of 24 March 2022, be amended to extend their expiry date to 24 March 2024."

7. Amendments to the Constitution to permit Virtual and Hybrid AGMs

To consider and, if thought fit, to pass the following resolution as a special resolution:

"THAT the proposed new clauses 18.8 and 19.12 to the Company's Constitution set out in the Explanatory Notes be approved and adopted with immediate effect."

8. Renewal of proportional takeover provisions in the Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

"**THAT** the proportional takeover approval provisions in clause 14.6 of the Company's Constitution be renewed for a period of three years commencing on the day this resolution is passed by reinserting those provisions."

9. Non-executive Director Remuneration

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"**THAT**, for the purposes of ASX Listing Rule 10.17, clause 26.2(b) of the Company's Constitution, and for all other purposes, the maximum aggregate amount of remuneration that may be paid to the Company's non-executive Directors in any financial year is increased by \$250,000, from \$500,000 to \$750,000, effective immediately."

By order of the Board



Jonathan Garland
Company Secretary
29 September 2020

EXPLANATORY NOTES:

VOTING, PROXIES AND QUESTIONS

1. HOW TO VOTE

Shareholders can vote:

- ahead of the meeting:
 - **Online** by completing the online voting form at www.votingonline.com.au/catagm2020; or
 - by any of the following means:
 - By mail** Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001
 - In person** Boardroom Pty Limited,
Level 12, 225 George Street,
Sydney NSW
 - By facsimile** +61 2 9290 9655
- on the day of the meeting:
 - by attending the meeting virtually and voting at www.web.lumiagm.com/335138573; or
 - appointing a proxy or attorney to attend the meeting virtually and voting on the shareholder's behalf (see note 3 below); or
 - in the case of a corporate shareholder, by appointing a corporate representative to attend virtually and voting (see note 6 below).

For further information on how to participate in, and vote before or at, the AGM, please refer to a detailed Online Voting User Guide at www.catapultsports.com/investor/agm.

2. SHAREHOLDERS ELIGIBLE TO VOTE

The Board has determined that for the purposes of voting at the AGM, shareholders will be taken to be those persons who are the registered holders of shares in the Company as at 7.00pm (Melbourne time) on Sunday 15 November 2020.

3. APPOINTING PROXIES AND POWERS OF ATTORNEY

A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or attorney to attend and vote on behalf of the shareholder. A proxy or attorney need not be a shareholder and can be either an individual or a body corporate.

Where the Chairman is appointed proxy, unless he is restricted from voting on a resolution, he will vote in accordance with the shareholder's directions as specified on the Proxy Form or, in the absence of a direction, *in favour* of the resolutions contained in this Notice of Meeting.

A shareholder that is entitled to cast two or more votes may appoint no more than two proxies or attorneys. Shareholders who wish to appoint two proxies should write the names of each proxy and the percentage of votes or number of shares to be voted by each proxy on Step 1 of the Proxy Form.

If a shareholder appoints two proxies or attorneys and does not specify the percentage of voting rights that each proxy or attorney may exercise, the rights are deemed to be 50% each. Fractions of votes will be disregarded.

4. VOTING BY PROXIES

Shareholders should consider directing their proxy as to how to vote on each resolution by marking either the "For", "Against" or "Abstain" box when completing their Proxy Form to ensure that their proxy appointment specifies the way their proxy is to vote on each resolution. In certain circumstances (see note 9 below), a proxy may be prohibited from voting undirected proxies.

Under the Corporations Act 2001 (the **Corporations Act**), if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman of the AGM, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the AGM, the proxy must vote on a poll and must vote as directed.

In addition, there are some circumstances where the Chairman of the AGM will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chairman of the AGM as their proxy.

This will be the case where:

- the appointment of proxy specifies the way the proxy is to vote on a particular resolution; and
- the appointed proxy is not the Chairman of the AGM; and
- a poll is called on the resolutions, and either of the following applies:
 - the proxy is not recorded as attending the AGM; or
 - the proxy attends the AGM but does not vote on the resolution.

5. LODGING YOUR PROXY FORM

A personalised Proxy Form accompanies this Notice of Meeting. To be valid, your Proxy Form must be received at the Catapult Share Registry by one of the means outlined below by no later than 10.00am (Sydney time) on Sunday 15 November 2020 (the **Proxy Deadline**):

- **By mail** Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001
- **In person** Boardroom Pty Limited,
Level 12, 225 George Street,
Sydney NSW
- **By facsimile** +61 2 9290 9655
- **Online** at www.votingonline.com.au/catagm2020

If a shareholder has appointed an attorney to attend and vote at the AGM, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Catapult Share Registry before the Proxy Deadline, unless this document has previously been lodged with the Catapult Share Registry for notation.

Powers of attorney may be delivered to the Catapult Share Registry by mail (Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001).

6. CORPORATE REPRESENTATIVES

In accordance with s 250D of the Corporations Act, any corporate shareholder or proxy may appoint a person to act as its representative.

The representative must bring a formal notice of Appointment of Corporate Representative signed by the corporation. A copy of that notice can be obtained from the Catapult Share Registry by calling 1300 737 760 (within Australia) or +61 2 9290 9600 (internationally) between 9.00am and 5.30pm (Melbourne time) or by emailing enquiries@boardroomlimited.com.au.

A copy of the signed Appointment of Corporate Representative, or other evidence satisfactory to the Chairman of the AGM, must be produced prior to admission to the AGM.

7. CONDUCT OF THE MEETING

The Chairman intends to exercise his discretion to ensure that the AGM is conducted in an orderly manner and so that people feel safe and respected at all times. To assist with this, the Board requests that shareholders be courteous and respectful to the AGM attendees, and ask questions which are concise and relevant to the business of the AGM.

As this meeting is a virtual meeting technical issues may arise. In the event there is a technical disruption to AGM's proceedings, the meeting will adjourn and resume at 1pm on the same day of the meeting. The Chairman of the AGM may issue any instructions or directions to resolve the issue. In the event the adjourned meeting cannot resume at 1pm, an ASX announcement will be issued with further information.

8. HOW TO ASK QUESTIONS

Shareholders can submit questions:

- ahead of the meeting by no later than 5:00pm (Melbourne time) Tuesday, 10 November 2020:
 - using the 'Ask the Board' facility within the online proxy voting site at www.votingonline.com.au/catagm2020; or
 - mailing or faxing questions to the Company's registry, Boardroom at GPO Box 3993, Sydney NSW 2001 (facsimile number +61 2 9290 9655), or
- on the day of the meeting:
 - submitting a question through the virtual meeting facility.

The Chairman of the AGM will allow shareholders a reasonable opportunity for shareholders as a whole at the AGM to ask questions about, or make comments on, the management of the Company, audit matters, the remuneration report and other items of business before the AGM.

The Company's Auditor will be present at the AGM to answer questions regarding the audit and the Auditor's Report.

9. VOTING RESTRICTIONS

Item 4 (Remuneration Report)

Except to the extent otherwise permitted by law, any member of the key management personnel of the Company's consolidated group (the **KMP**) whose remuneration details are included in the Remuneration Report (or a closely related party of any such member), may not vote, and the Company will disregard the votes cast by or on behalf of such persons on resolution 4, unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the Proxy Form; or
- by the Chairman of the AGM as proxy for a person entitled to vote on the resolution and the proxy appointment expressly authorises the Chairman to vote undirected proxies as the Chairman sees fit, even if the resolution is connected directly or indirectly with the remuneration of a KMP.

Item 5 (Approval of Company's Employee Share Plan)

The Company will disregard any votes cast in favour of item 5 by:

- a person who is eligible to participate under the Employee Plan (which, for the avoidance of doubt, includes the Directors of the Company);
- 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
- an associate of any person described above

Further, a vote must not be cast on item 5 by a KMP, or a closely related party of a KMP acting as proxy if their appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard a vote on item 5 (and that person is not prohibited from voting) if:

- it is cast by a person identified above as proxy for a person who is entitled to vote on the resolution and the vote is cast in accordance with the directions on the Proxy Form;
- it is cast by the Chairman (who is a KMP) as proxy for a person who is entitled to vote on the resolution and the proxy appointment expressly authorises the Chairman to vote undirected proxies as the Chairman sees fit, even if the resolution is connected directly or indirectly with the remuneration of a KMP; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 6 (Amendments to the expiry date of options issued to Mr James Orlando)

The Company will disregard any votes cast in favour of item 6 by Mr Orlando and his associates.

Further, a vote must not be cast on item 6 by a KMP, or a closely related party of a KMP acting as proxy if their appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard a vote on item 6 (and that person is not prohibited from voting) if:

- it is cast by a person identified above as proxy for a person who is entitled to vote on the resolution and the vote is cast in accordance with the directions on the Proxy Form;
- it is cast by the Chairman (who is a KMP) as proxy for a person who is entitled to vote on the resolution and the proxy appointment expressly authorises the Chairman to vote undirected proxies as the Chairman sees fit, even if the resolution is connected directly or indirectly with the remuneration of a KMP; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 9 (Non-executive Director Remuneration)

The Company will disregard any votes cast in favour of item 9 by any Directors of the Company and their associates.

Further, a vote must not be cast on item 9 by a KMP, or a closely related party of a KMP acting as proxy if their appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard a vote on item 9 (and that person is not prohibited from voting) if:

- it is cast by a person identified above as proxy for a person who is entitled to vote on the resolution and the vote is cast in accordance with the directions on the Proxy Form;
- it is cast by the Chairman (who is a KMP) as proxy for a person who is entitled to vote on the resolution and the proxy appointment expressly authorises the Chairman to vote undirected proxies as the Chairman sees fit, even if the resolution is connected directly or indirectly with the remuneration of a KMP; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY NOTES:

ITEMS OF BUSINESS

ITEM 2 – FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the Financial Report and the reports of the Directors and Auditor be laid before the AGM. There is no requirement for shareholders to vote on these reports.

Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the AGM.

ITEM 3 – ELECTION AND RE-ELECTION OF DIRECTORS

Clause 23.6 of the Company's Constitution requires a Director who was appointed during the year to retire at the next Annual General Meeting following their appointment. Directors so appointed are eligible for election. Ms Michelle Guthrie was appointed since the 2019 Annual General Meeting, and will retire and offer herself for election by shareholders at the AGM.

Clause 23.10(b) of the Company's Constitution provides that a Director (other than a Managing Director) may not hold office for more than three years or beyond their third Annual General Meeting following their appointment (whichever is longer) without submitting for re-election. Mr Shaun Holthouse was last re-elected as a Director of the Company at the Company's Annual General Meeting held on 22 November 2017 and has served as a Director of the Company since that date. Accordingly, Mr Holthouse shall retire and offers himself for re-election at the AGM.

Mr Brent Scrimshaw has notified the Company that he will retire as a Director of the Company at the conclusion of the AGM.

Board recommendation

The Board (other than the Director who is subject of the relevant resolution) considers Ms Guthrie to be independent, and recommends shareholders vote *in favour* of the election of Ms Guthrie and the re-election of Mr Holthouse.

Profiles of the Directors are as follows:

Ms Michelle Guthrie

BA/Law (Hons)

Independent Non-Executive Director

Appointed 1 December 2019

Member of the Audit and Risk Committee

Over the last 25 years Michelle has held senior management roles at leading media and technology companies in Australia, the UK and Asia, including BSkyB, Star TV and Google. She has extensive experience and expertise in media management, and content development, with deep knowledge of traditional broadcasting, the digital media landscape and the transformation necessary to embrace the digital consumer.

From 2003 to 2007, Michelle was based in Hong Kong as Chief Executive Officer of STAR TV, responsible for pay TV platforms and content development in India, China, Indonesia and across Asia. She then spent several years as an equity adviser and investor for Providence Equity covering Asia Pacific from Hong Kong, before moving to Singapore for a senior role at Google Asia Pacific.

In her role at Google as Managing Director for Agencies, Michelle developed business partnerships with key global advertising agencies. From 2016 to 2018, Michelle was the Managing Director of the Australian Broadcasting Corporation where she led the transformation of the organisation, increasing the efficiency and effectiveness of work across the ABC as well as investing in investigative journalism, regional journalism and innovative Australian content.

Michelle holds a Bachelor of Arts and Law (Honours) from the University of Sydney, Australia and serves on the board of Starhub, a leading telco, in Singapore.

Mr Shaun Holthouse

B.E. (Hon), Mechanical Engineering, GAICD

Founder, Non-Executive Director (previously CEO until 30 April 2017)

Shaun co-founded Catapult in 2006 and served as CEO up until 30 April 2017. During that time, he played a central role in developing Catapult's wearable technology and is the author of many of its patents. Under his leadership Catapult launched and expanded sales into more than 15 countries – including establishing subsidiaries in the US and UK and becoming the dominant elite wearable company globally.

Shaun was responsible for raising early capital, listing on the ASX, acquiring GPSports, XOS and Kodaplay (Playertek) and developing Catapult's strategy to grow from a wearable only company to building out the technology stack for elite sport and leveraging this into consumer team sports.

Prior to Catapult, Shaun had extensive experience in new technology transitioning into commercial products, including biotechnology, MEMS, fuel cells, and scientific instrumentation.

Shaun holds a Bachelor of Engineering (Hons) from the University of Melbourne and is a graduate member of the Australian Institute of Company Directors. He is the author of numerous patents and patent applications in athlete tracking, analytics and other technologies. He also works as a professional director as well as providing advisory services for technology start-ups.

ITEM 4 – REMUNERATION REPORT

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its Remuneration Report for the relevant financial year.

The Remuneration Report includes information on:

- the remuneration policy adopted by the Board;
- the relationship between that policy and the Company's performance;
- the remuneration details of each Director and KMP; and
- the performance conditions that must be met prior to an executive deriving any value from the 'at risk' components of their remuneration.

The Remuneration Report is included in the Company's 2020 Annual Report, which is available on the Investor website.

At the AGM, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the Remuneration Report.

The shareholder vote on this resolution is advisory only and will not bind the Directors or the Company. The vote will, however, be taken into consideration in determining future remuneration policy for Directors and Executives.

Board recommendation

The Board recommends that shareholders vote *in favour* of this resolution. The Board encourages shareholders to apply the same level of diligence to voting on this resolution as for the binding resolutions.

ITEM 5 – APPROVAL OF COMPANY'S EMPLOYEE SHARE PLAN

ASX Listing Rule 7.1 requires that a company obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of the company. ASX Listing Rule 7.2 sets out a number of exceptions to Listing Rule 7.1, one of which (Exception 13) is an issue of securities under an employee incentive scheme if, within three years before the date of issue, the shareholders of the company approved the issue of securities under the scheme.

The Company seeks shareholder approval for the issue of equity securities under the Company's Employee Plan (and the provision of ordinary shares in the Company on exercise or conversion of those equity securities) such that this exception applies. Accordingly, the issue of such securities would not count towards the 15% cap.

The Employee Plan is in the same form as it was prior to the Company's initial public offer. It incorporates both broad based equity participation for eligible Australian employees as well as key executive incentive schemes.

Background

The Employee Plan was first described in the Company's prospectus for its initial public offer dated 24 November 2014. Catapult established the Employee Plan to assist in the motivation, retention and reward of executives and employees. The Employee Plan is designed to align the interests of employees with the interests of shareholders by providing an opportunity for eligible employees (including any person who is a full-time or permanent part-time employee or officer, or director of the Company or any related body corporate) to receive an equity interest in the Company through the granting of options, performance rights or other awards.

A copy of the Employee Plan is available on the Investor website. Alternatively, a copy of the rules of the Employee Plan is available upon request from the Company.

Since its inception 23,056,555 options have been issued in accordance with the Employee Plan, of which 2,626,102 have been exercised and 13,732,343 have lapsed. In addition, 4,909,002 performance rights have been issued under the Employee Plan since its inception.

Eligibility

Eligibility to participate in the Employee Plan and the number of options, performance rights or other awards offered to each individual participant, will be determined by the Board.

Grants

Under the rules of the Employee Plan, options, performance rights and/or other awards may be offered or granted to eligible employees of the Company or any related body corporate from time to time, subject to the discretion of the Board.

Terms and conditions

The Board has the discretion to set the terms and conditions (including conditions in relation to vesting, disposal restrictions or forfeiture and any applicable exercise price) on which it will offer or grant options, performance rights or other awards under the Employee Plan and may set different terms and conditions which apply to different participants in the Employee Plan. The Board will determine the procedure for offering or granting options, performance rights and/or other awards (including the form, terms and content of any offer, invitation or acceptance procedure) in accordance with the rules of the Employee Plan.

Vesting conditions

Options and performance rights and other awards will vest and become exercisable to the extent that the applicable performance, service, or other vesting conditions specified at the time of the grant are satisfied (collectively, the Vesting Conditions). Vesting Conditions may include conditions relating to continuous employment or service, the individual performance of the participant and/or the Company's performance and the exercise price (if any) being less than the current market price of the underlying Share as at vesting.

Typically, the Vesting Conditions must be satisfied within a predetermined vesting period. Both the Vesting Conditions and the vesting period are set by the Board in its discretion, and may be waived by the Board in its discretion.

Ranking of Shares

Shares issued (including Shares issued upon exercise of options or performance rights granted) under the Employee Plan will rank equally in all respects with the other issued Shares.

Exercise of options, performance rights or other awards

Subject to satisfaction of Vesting Conditions, a participant may exercise an option, performance right or other award by lodging an exercise notice with the Company and complying with any requirements under the Employee Plan.

Voting and dividend rights of Shares where options, performance rights and other awards are vested but not exercised

A participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on any Shares which, at the books closing date for determining entitlement to those dividends, are standing to the account of the participant. A participant may exercise any voting rights attaching to Shares registered in the participant's name.

Issue or acquisition of Shares

The Company may, in its discretion, issue new Shares or cause existing Shares to be acquired or transferred to the participant, or a combination of both alternatives, to satisfy the Company's obligations under the Employee Plan.

If the Company determines to cause the transfer of Shares to a participant, the Shares may be acquired in such manner as the Company considers appropriate, including from a trustee appointed under the Employee Plan.

Appointment of Employee Plan Trustee

Pursuant to the Employee Plan, Catapult has appointed AET Structured Finance Services Pty Ltd ACN 106 424 088 (the **Employee Plan Trustee**) to acquire and hold Shares on behalf of participants and for the purposes of the Employee Plan. The Company may give directions to the Employee Plan Trustee as contemplated in the trust deed or if in connection with any award.

The Employee Plan Trustee currently holds approximately 294,000 Shares on behalf of participants and for the purposes of the Employee Plan.

Expiry of options, performance rights and other awards

Options, performance rights and other awards which have not been exercised will expire if the applicable Vesting Conditions and any other conditions to exercise are not met during the prescribed vesting period or if they are not exercised before the applicable expiry date. In addition, options, performance rights and other awards will lapse if the participant deals with the options, performance rights or other awards in breach of the rules of the Employee Plan or in the opinion of the Directors, a participant has acted fraudulently or with gross misconduct.

Quotation

Options, performance rights and other awards will not be quoted on ASX. The Company will apply for official quotation of any Shares allotted under the Employee Plan, unless the Board resolves otherwise.

Exercise price of awards

The Board may in its absolute discretion determine that a participant is required to pay an exercise price to exercise the options, performance rights or other awards offered or granted to that participant.

No hedging and no transfer

Participants in the Employee Plan must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested awards.

Dilution limit

Subject to the rules of the Employee Plan, the Board must not offer options, performance rights or other awards if the total of the following exceeds 5% of the number of Shares on issue at the time of the offer:

- the number of Shares which are the subject of the offer of awards;
- the number of Shares which are the subject of any outstanding offers of awards;
- the number of Shares issued during the previous 5 years under the Employee Plan, but not including existing Shares transferred to a participant after having been acquired for that purpose; and
- the number of Shares which would be issued under all outstanding awards that have been granted but which have not yet been exercised, terminated or expired, assuming all such awards were exercised ignoring any Vesting Conditions,

but disregarding any offer made, or award offered or issued or Share issued by way or as a result of:

- an offer that does not meet disclosure to investors because of section 708 or section 1012D of the Corporations Act;
- an offer made pursuant to a disclosure document or product disclosure statement; or
- other offers that are excluded from the disclosure requirements under the Corporations Act.

Restrictions

The Board may impose restrictions on dealing in Shares or awards which are acquired under the Employee Plan, for example, by prohibiting them from being sold, transferred, mortgaged, pledged, charged or otherwise disposed of or encumbered for a period of time.

Settlement of awards in cash

If the Board determines that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue or transfer Shares, the Company may in lieu and final satisfaction of the Company's obligation to issue or transfer Shares as required upon the exercise of an award by a participant, make a cash payment to the participant equivalent to the fair market value of the awards.

Takeovers, changes of control and capital reconstructions

Where there is a change of control of the Company, including where any person acquires a relevant interest in more than 50% of the Shares, or where the Board concludes that there has been a change in the control of the Company, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested awards will be dealt with. Where there is a takeover bid made for all of the Shares or a scheme of arrangement, selective capital reduction or other transaction is initiated which has a similar effect to a full takeover bid for Shares, then participants are entitled to accept into the takeover offer or participate in the other transaction in respect of all or part of their awards notwithstanding any restriction period has not expired. Further, the Board may in its discretion waive unsatisfied Vesting Conditions in relation to some or all awards in the event of such a takeover or other transaction.

Bonus issues and capital reorganisations

If, prior to the exercise of an award, the Company makes a pro-rata bonus issue to shareholders, and the award is not exercised prior to the record date in respect of the bonus issue, the award will, when exercised, entitle the participant to one Share plus the number of bonus shares which would have been issued to the participant if the award had been exercised prior to the record date. If the Company undergoes a capital reorganisation, then the terms of the awards for the participant will be changed to the extent necessary to comply with the ASX Listing Rules.

Other terms of the Employee Plan

The Employee Plan also contains terms having regard to Australian law for dealing with the administration, variation and termination of the Employee Plan.

Additional information required by Exception 13 to ASX Listing Rule 7.2

In accordance with the requirements of Exception 13(b) to ASX Listing Rule 7.2, the following information is provided:

- Since the Employee Plan was last approved by shareholders at the general meeting of the Company held on 22 November 2017, 9,773,067 options and 4,104,002 performance rights have been issued under the Employee Plan.
- The maximum aggregate number of equity securities proposed to be issued under the Employee Plan following shareholder approval is approximately 9.5 million over three years. This maximum number of securities which may be issued under the Employee Plan over the next 3 years is not intended to be a prediction of the actual number of securities to be issued under the Employee Plan, rather it is intended to be a ceiling on the number of securities approved to be issued under the Employee Plan and for the purposes of Exception 13(b) to ASX Listing Rule 7.2. Once that number is reached, any additional issues of securities under the Employee Plan would not have the benefit of Exception 13 without further shareholder approval.
- A voting exclusion statement in respect of this resolution has been included in this Notice of Meeting.

Board recommendation

Noting that the issue of any securities to Directors under the Employee Plan will require a separate shareholders approval under ASX Listing Rule 10.14 and that each Director who may participate in the Employee Plan is excluded from voting their Shares in favour of this resolution (as set out in voting restrictions in the Explanatory Notes), the Board recommends that shareholders vote in favour of this resolution.

ITEM 6 – AMENDMENTS TO THE EXPIRY DATE OF OPTIONS ISSUED TO MR JAMES ORLANDO

On 27 November 2019, the Company issued 611,112 options to Mr James Orlando, the then Chief Financial Officer of the Company, on the following terms:

- exercise price – \$0.78;
- vesting date – 25 March 2020; and
- expiry date – 24 March 2022 (the **Options**).

The Options were issued pursuant to the terms of an employment agreement between the Company and Mr Orlando (the **Employment Agreement**) in accordance with the Company's Employee Plan and with the approval of the Company's shareholders in accordance with ASX Listing Rule 10.14 at the AGM of the Company held on 27 November 2019.

Under the Employment Agreement, the Company agreed to grant the Options to Mr Orlando or to pay cash compensation where the Options were not granted if shareholder approval was not forthcoming. The Employment Agreement provided for the expiry date of the Options to be 24 March 2024.

Due to an error on the Company's part, shareholder approval was sought to approve the Options with an expiry date of 24 March 2022 instead of 24 March 2024. To correct this error and to give effect to the Employment Agreement, the Company seeks to amend the Options to have an expiry date of 24 March 2024.

The Company sought, and obtained, from ASX a waiver in respect of ASX Listing Rule 6.23.3 to permit it to extend the expiry date of the Options on the condition that shareholder approval for that extension is received. If shareholder approval is received then the Company will make that amendment.

A voting exclusion statement in respect of this resolution has been included in this Notice of Meeting.

Board recommendation

The Board (excluding Mr Orlando) considers that it is in the Company's and shareholders' best interest that the Company give effect to the intention of the Employment Agreement and recommends that shareholders vote *in favour* of this resolution.

ITEM 7 - AMENDMENTS TO THE CONSTITUTION TO PERMIT VIRTUAL AND HYBRID AGMS

Shareholders will note that there has been a significant amount of discussion about virtual and hybrid AGMs as a consequence of COVID-19.

As a response to uncertainty about the validity of general meetings convened during COVID-19, the Commonwealth Treasurer issued the Corporations (Coronavirus Economic Response) Determinations (No. 1 and 3) 2020. These Determinations made it clear that, subject to certain conditions, virtual and hybrid general meetings were valid at law. However, these Determinations are scheduled to expire in March 2021.

The Company wishes to have the flexibility to convene hybrid and virtual AGMs in future. However, it is unclear whether, in the absence of the Determinations, the Company would be permitted to do so under its Constitution as currently drafted.

Accordingly, the Company proposes to insert new clauses 18.8 and 19.12 into the Constitution to permit it to do so. The effect of section 136(2) of the Corporations Act is that a special resolution of shareholders is required to amend the Constitution.

Proposed Amendments

The proposed new clause 18.8 and 19.12 are set out below.

"18.8 Technology

The Chair may arrange for any persons attending a general meeting or class meeting (including persons whom the Chair considers cannot be accommodated in the place where the meeting is notified to take place) to attend the meeting from one or more separate places using any technology that gives the Members as a whole a reasonable opportunity to participate in the meeting.

If a separate place is linked to the notified place of the general meeting or class meeting by an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:

- gives the general body of Members in the separate place a reasonable opportunity to participate in proceedings in the notified place; and
- enables the Members in the separate place to vote on a poll,

a Member present at the separate place is taken to be present at the meeting and entitled to exercise all rights as if he or she was present at the notified place."

"19.12 Decisions at general meetings

Despite anything to the contrary in this Constitution, the Directors may decide that, at any general meeting or class meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A 'direct vote' includes a vote delivered to the Company by post, fax or other electronic means approved by the Directors.

The Directors may prescribe regulations, rules and procedures in relation to direct voting from time to time, including specifying the form, method and timing of giving a direct vote at a meeting for the vote to be valid. If a Member casts a vote as a direct vote in accordance with this Constitution and any such regulations, rules and procedures, the Member casting the direct vote will be deemed to have been present at the meeting for all purposes and have cast the vote at the meeting in person.”

Board recommendation

The Board recommends that shareholders vote *in favour* of this resolution.

ITEM 8 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

A proportional takeover bid is one under which an offer is made for only a proportion of each shareholder’s shares. The existing proportional takeover provisions in the Company’s Constitution prohibit the registration of transfers of shares acquired under a proportional takeover bid unless a resolution is passed by the shareholders approving the bid.

The proportional takeover approval provisions were first inserted into the Company’s Constitution when the Constitution was first adopted on 18 December 2014 but have not been renewed.

As provided in clause 14.6(h) of the Constitution, the proportional takeover provisions will cease to have effect on the third anniversary of the date on which the provisions were last renewed. Accordingly, if item 8 is approved at the AGM, then the provisions will be renewed by being reinserted into the Constitution and will cease to have effect on 17 November 2023.

Effect of the provisions proposed to be renewed

If clause 14.6 of the Constitution is renewed and a proportional takeover bid is made, the Directors will be required to convene a general meeting of the persons entitled to vote on the resolution to approve the proportional takeover bid. The resolution must be voted on before the 14th day before the last day of the bid period.

In the context of a proportional takeover bid, each shareholder has one vote for each fully paid share held. The vote is decided on a simple majority. The bidder and its associates are not allowed to vote. If the resolution is not passed, no transfers of shares will be registered as a result of the takeover bid and the offer will be taken to have been withdrawn. Any documents sent to the bidder accepting the offer must be returned and any contracts formed by any acceptances will be rescinded. If the resolution to approve the bid is not voted on at least 14 days before the last day of the bid period, the bid is taken to have been approved. If the bid is approved (or taken to have been approved) all valid transfers of shares must be registered provided they comply with the Corporations Act and any relevant provisions of the Company’s Constitution.

If approved, the renewed provisions will expire after three years, unless again renewed by the shareholders by a special resolution.

Reasons for proposing the resolution

The Directors consider that shareholders should continue to have the opportunity to vote on any proposed proportional takeover bid. Without the proposed proportional takeover provisions, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without the shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may be exposed to the risk of being left as a minority in the Company and the risks of the bidder being able to acquire control of the Company without payment of an adequate premium for all of their shares.

The proposed proportional takeover provisions lessen this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

No knowledge of any acquisition proposals

As at 29 September 2020, none of the Directors is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of potential advantages and disadvantages of the provisions

During the period in which clause 14.6 has been in effect there have been no proportional takeover bids made for the Company. Accordingly, there are no examples against which to review the advantages or disadvantages of the existing proportional takeover provisions.

It may be argued that during the period for which clause 14.6 has been in effect it has had the disadvantage of discouraging proportional takeover bids and reducing any takeover speculation element in the Company's share price. However, the Directors are not aware of any potential takeover bid that was discouraged by clause 14.6.

Potential advantages and disadvantages of the provisions

The Directors consider that the proposed renewal of the proportional takeover provisions has no potential advantages or potential disadvantages for the Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved.

The major potential advantage of the proportional takeover provisions for shareholders is that they give shareholders an opportunity to consider a proportional takeover bid proposal and vote on whether it should be permitted to proceed.

This should ensure that the terms of any future proportional takeover bids are structured to be attractive to a majority of shareholders. In addition, the provisions may help shareholders to avoid being locked in as a minority and avoid the bidder acquiring control of the Company without paying an adequate control premium and also not being required to pay for all of the shares on issue.

Some potential disadvantages are that inclusion of the proportional takeover approval provisions may reduce the likelihood of a proportional takeover bid being successful and may accordingly discourage the making of a proportional takeover bid. This may reduce the opportunities which shareholders have to sell some of their securities, and it may reduce an element of takeover speculation from the Company's security price.

Board's recommendation

The Board considers that, on balance, renewal of the proportional takeover provisions in the Constitution is in the best interests of the shareholders and accordingly recommend that shareholders vote *in favour* of the resolution.

ITEM 9 – NON-EXECUTIVE DIRECTOR REMUNERATION

In accordance with Listing Rule 10.17 and clause 26.2(b) of the Company's Constitution, shareholder approval is sought to increase the maximum aggregate amount available for non-executive Directors' remuneration in any financial year (the **NED Fee Pool**) by \$250,000, from \$500,000 to \$750,000. The current NED Fee Pool was approved by shareholders at the Company's 2015 AGM on 24 November 2015. The Directors seek shareholder approval to increase to NED Fee Pool as:

- Mr Shaun Holthouse and Mr Igor van de Griendt were both formerly Executive Directors – and therefore their remuneration was not counted in the calculation of the NED Fee Pool. However, they are now non-executive Directors and so their remuneration does so;
- the Board considers that there is insufficient headroom to accommodate the potential appointment of additional non-executive Directors; and
- it is important to ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive Directors.

It is not intended that should this resolution be passed, the maximum aggregate of the NED Fee Pool would be utilised immediately. The proportion remaining unused will provide the Company with the ability to attract and retain high quality Directors, to make any appropriate increases to the size of the Board and to increase fees in the future in line with market conditions.

It is proposed that the increase in the NED Fee Pool will take effect immediately after the AGM. As required by ASX Listing Rule 10.17, the Company confirms that no securities have been issued to non-executive Directors in the preceding three years under Listing Rules 10.11 or 10.14 other than the issue to Mr James Orlando on 27 November 2019 of 611,612 Director Options and 154,412 Performance Rights.

Given the nature of this resolution, the Board does not consider that it is appropriate to make a recommendation on how shareholders should vote on this resolution. As noted in the Proxy Form, the Chairman of the AGM intends to cast all undirected proxies in favour of this resolution.

Enquiries

Shareholders are asked to contact Mr Jonathan Garland, Company Secretary, at company.secretary@catapultsports.com if they have any queries in respect of the matters set out in these documents.



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All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Melbourne time) on Sunday 15 November 2020.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/catagm2020>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Melbourne Time) on Sunday, 15 November 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/catagm2020>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Catapult Group International Limited

ACN 164 301 197

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Catapult Group International Limited ACN 164 301 197** (the **Company**) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **as a virtual meeting on Tuesday, 17 November, 2020 at 10:00am (Melbourne Time)** and at any postponement or adjournment of that meeting, to act 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.

Authorisation for Chair voting on Items connected with remuneration: If the Chair of the Meeting is my/our proxy, either by appointment or default, and I/we have not directed my/our proxy how to vote in respect of Items 4, 5, 6 or 9, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Items 4, 5, 6 and 9 are connected with the remuneration of a member of the Company's key management personnel (**KMP**).

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Items 4, 5, 6 and 9, which are connected with the remuneration of KMP). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on, an Item you must provide a direction by marking the 'Against' or 'Abstain' box opposite that Resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 3a	Election of Michelle Guthrie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b	Re-election of Shaun Holthouse as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of the Company's Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Amendments to the expiry date of options issued to Mr James Orlando	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Amendments to the Constitution to permit Virtual and Hybrid AGMs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Renewal of proportional takeover provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9	Non-executive Director Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020