



2025 NOTICE OF ANNUAL GENERAL MEETING

**THE AGM WILL BE A VIRTUAL-ONLY MEETING.
SHAREHOLDERS WILL NOT BE ABLE TO ATTEND A PHYSICAL MEETING VENUE.**

This Notice of Meeting should be read in its entirety. If Shareholders are in any 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 2025 Annual General Meeting of Catapult Group International Ltd ABN 53 164 301 197 (the **Company**) will be held at 10.00am (Melbourne time) on Tuesday, August 5, 2025, as a virtual-only meeting (the **AGM**). Shareholders will not be able to attend a physical meeting venue for the AGM.

Shareholders, proxies and guests may participate in the AGM via the MUFG Corporate Markets online platform at meetings.openbriefing.com/CAT25, using a supported web browser on a computer, tablet or smartphone device (the **MUFG Virtual Meeting Platform**). The MUFG Virtual Meeting Platform also has a linked telephone facility which permits Shareholders, proxies and guests to listen to the AGM. Shareholders and proxies may also ask questions verbally using the linked telephone facility.

For further information on how to participate in, and vote at, the AGM, and details of the supported web browsers, please refer to the Virtual Meeting Online Platform Guide available from the AGM section of Catapult's website at: catapult.com/investor/agm. A physical copy of this document may be requested from our share registry, MUFG Corporate Markets, on +61 1300 554 474 between 9.00am and 5.00pm (Melbourne time).

Online registration will open at 9.30am (Melbourne time) on Tuesday, August 5, 2025.

Shareholders / Proxies

Shareholders and proxies will need to use the following details when accessing the MUFG Virtual Meeting Platform:

| | | | |
|---|--|------------------------------------|--|
| Username | The SRN/HIN as shown on their Direct Voting / Proxy Form* | | |
| Password | Australian Residents: | Postcode of the registered holding | |
| | Overseas Residents: | Country of residence | |
| Appointed proxy / attorneys / corporate representatives | To receive a Username and Password, please contact our share registry, MUFG Corporate Markets, on +61 1300 554 474 between 9.00am and 5.00pm (Melbourne time) or send an email to support@cm.mpms.mufg.com to pre-register and obtain login details. | | |

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

Shareholders and proxies may vote and submit written questions through the MUFG Virtual Meeting Platform.

They may also listen to the AGM and ask questions verbally through the linked telephone facility on 1800 497 114 or +61 2 9189 1123 (outside Australia). Note that the telephone facility cannot be used for voting.

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

Guests

Guests will need to register through the MUFG Virtual Meeting Platform to join the AGM. Guests will be permitted to watch and listen to the webcast, but not vote or ask questions.

Guests may also listen to the AGM through the linked telephone facility on 1800 497 114 or +61 2 9189 1123 (outside Australia).

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of shareholders of Catapult Group International Ltd ABN 53 164 301 197 will be held at 10.00am (Melbourne time) on Tuesday, August 5, 2025, as a virtual-only meeting (the **AGM**). Shareholders will not be able to attend a physical meeting venue for the AGM. The virtual meeting technology to be used for the AGM is the MUFG Corporate Markets online platform, which may be accessed at meetings.openbriefing.com/CAT25 (the **MUFG Virtual Meeting Platform**).

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 catapult.com/investor (the **Investor website**).

In this Notice of Meeting, the terms 'Catapult', the 'Company', the 'Group', 'our business', 'organization', 'we', 'us', 'our' and 'ourselves' refer to Catapult Group International Ltd ABN 53 164 301 197 and where applicable its subsidiaries, and the terms 'Share', 'Shareholder', 'Right', and 'Security' refer to such securities or holders of such securities in Catapult. All references to \$ or dollars in this Notice of Meeting are to US dollars unless otherwise stated.

ITEMS OF BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report for the year ended March 31, 2025, together with the Directors' Report and Auditor's Report as set out in the Annual Report.

2. Re-election of Directors

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

- (a) **"THAT** Dr Adir Shiffman, 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."
- (b) **"THAT** Mr Igor van de Griendt, 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 2(a) and (b) will be voted on as separate ordinary resolutions.

3. 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 March 31, 2025, be adopted."

4. Ratification of Prior Issue of the First and Second Tranches of the Share Consideration to the Perch Vendors

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

"THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue of the First and Second Tranches of the Share Consideration to each of the Perch Vendors (or their nominees) (being, in aggregate, 2,498,227 fully paid ordinary Shares) pursuant to the Perch Acquisition and as set out in the Explanatory Notes, be ratified."

NOTICE OF ANNUAL GENERAL MEETING

5. Ratification of Prior Issue of Securities under the 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 7.4 and for all other purposes, the prior issue of Securities to participants of the Company's Employee Share Plan (the **ESP**) (being, in aggregate, 14,662,950 Securities), and the provision of Shares to, and the issue to the trustee of the Company's ESP (on behalf of those participants) of Shares to be provided to, those participants on exercise, conversion, or satisfaction of those Securities (including the issue to the trustee of 9,770,000 ordinary Shares on June 27, 2025), pursuant to the terms of the ESP and as set out in the Explanatory Notes, be ratified."

6. Grant of Equity Incentives to Chief Executive Officer and Managing Director

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

"**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 455,735 Securities to Mr Will Lopes (being the Company's Chief Executive Officer and Managing Director, or his nominee) under the ESP for the FY26 service year (the **FY26 Incentives**), and the issue to the trustee of the Company's ESP (on behalf of Mr Lopes) of Shares to be provided to Mr Lopes (or his nominee) on the exercise, conversion, or satisfaction of the FY26 Incentives, pursuant to the terms of the ESP and as set out in the Explanatory Notes, be approved."

7. Change of Company Name

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

"**THAT**, for the purposes of sections 157(1) and 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company's name be changed from "Catapult Group International Ltd" to "Catapult Sports Ltd", and references in the Company's Constitution to "Catapult Group International Ltd" be replaced with "Catapult Sports Ltd", with effect from the date that ASIC updates its register to reflect the new name."

By order of the Board



Jonathan Garland
Company Secretary
July 4, 2025

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

1. HOW TO VOTE

Shareholders can vote:

- ahead of the AGM:
 - **online:** by completing the online voting form at au.investorcentre.mpms.mufg.com; or
 - by any of the following means:
 - by mail:** Catapult Group International Ltd, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235;
 - in person:** Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150, during business hours Monday to Friday (9:00am - 5:00pm); or
 - by facsimile:** +61 2 9287 0309; or
- on the day of the AGM:
 - by attending the AGM virtually and voting at meetings.openbriefing.com/CAT25;
 - by appointing a proxy or attorney to attend the AGM 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 at, the AGM, please refer to the Virtual Meeting Online Platform Guide available from the AGM section of Catapult's website at: catapult.com/investor/agm. A physical copy of this document may be requested from our share registry, MUFG Corporate Markets, on +61 1300 554 474 between 9.00am and 5.00pm (Melbourne time).

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 as at 10.00am (Melbourne time) on Sunday, August 3, 2025.

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 that Shareholder. A proxy or attorney need not be a Shareholder and can be either an individual or a body corporate.

Where the Chairman of the AGM is appointed proxy, subject to any applicable voting restrictions, he will vote in accordance with the Shareholder's directions as specified on the Proxy Form or, in the absence of a direction, **in favor** 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 must use and return two proxy forms, with the name of the relevant proxy, and the percentage of votes or number of Shares to be voted by that proxy, being stated on each Proxy Form. An additional proxy form may be obtained by telephoning the Company's Share Registry or Shareholders may copy their original AGM 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 how to vote on each resolution by marking one of the "For", "Against", or "Abstain" boxes when completing their Proxy Form. In certain circumstances (see note 9 below), a proxy may be prohibited from voting undirected proxies.

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

Under the Corporations Act 2001 (Cth) (**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 A PROXY FORM

A personalized Proxy Form accompanies this Notice of Meeting. To be valid, a completed 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, August 3, 2025 (the **Proxy Deadline**):

- **by mail:** Catapult Group International Ltd, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235;
- **in person:** Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150, during business hours Monday to Friday (9:00am - 5:00pm);
- **by facsimile:** +61 2 9287 0309; or
- **online:** at au.investorcentre.mpms.mufg.com.

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 (Catapult Group International Ltd, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235).

6. CORPORATE REPRESENTATIVES

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

The representative must complete and submit a formal notice of Appointment of Corporate Representative signed by the corporation, and this must be received at support@cm.mpms.mufg.com prior to the AGM. A copy of that notice can be obtained from the Catapult Share Registry by calling +61 1300 554 474 between 9.00am and 5.00pm (Melbourne time) or at au.investorcentre.mpms.mufg.com.

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

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

7. CONDUCT OF THE MEETING

The Chairman of the AGM 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 that are concise and relevant to the business of the AGM.

As this AGM is a virtual-only meeting, technical issues may arise. In the event there is a technical disruption to the AGM's proceedings, the AGM will adjourn and resume at 1.00pm on the same day as the AGM. The Chairman of the AGM may issue any instructions or directions to resolve the issue. If the adjourned AGM cannot resume at 1.00pm, an ASX announcement will be issued with further information.

8. HOW TO ASK QUESTIONS

Shareholders can ask questions:

- ahead of the AGM by no later than 5.00pm (Melbourne time) on Tuesday, July 29, 2025:
 - **online:** by logging into the online proxy voting site at au.investorcentre.mpms.mufg.com, clicking the "Voting" tab, clicking "Ask a Question" under the "Actions" heading, and following the prompts to submit their question; or
 - by any of the following means:
 - by mail:** Catapult Group International Ltd, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235;
 - in person:** Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 or Level 12, 680 George Street, Sydney NSW 2000, during business hours Monday to Friday (9:00am - 5:00pm); or
 - by facsimile:** +61 2 9287 0309; or
- on the day of the AGM:
 - **online:** by submitting a written question through the MUFG Virtual Meeting Platform; or
 - **by telephone:** by telephoning 1800 497 114 or +61 2 9189 1123 (outside Australia), and asking a question verbally. For verification purposes, Shareholders will need to enter a unique PIN in order to ask questions. This PIN may be obtained by contacting our share registry, MUFG Corporate Markets, on +61 1800 990 363 between 9.00am and 5.00pm (Melbourne time). Note that the telephone facility cannot be used for voting.

Further information on submitting a written question or asking a question verbally on the day of the AGM is set out in the Virtual Meeting Online Platform Guide (see note 1 above).

The Chairman of the AGM will allow 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 3 (Remuneration Report)

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the key management personnel whose remuneration details are included in the Remuneration Report for the year ended March 31, 2025, or their closely related parties; and
- as a proxy by a member of the key management personnel as at the date of the AGM or their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on this resolution either in accordance with their directions on how to vote as set out in the proxy appointment; or by the Chairman of the AGM as a proxy for a person entitled to vote pursuant to an express authorization to vote undirected proxies as the Chairman sees fit even though the Item is connected directly or indirectly with the remuneration of key management personnel.

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

Item 4 (Ratification of Prior Issue of the First and Second Tranches of the Share Consideration to the Perch Vendors)

The Company will disregard any votes cast in favor of Item 4 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Perch Vendors) or any of their associates.

However, this does not apply to a vote cast in favor of Item 4 by:

- a person as proxy or attorney for a person entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chairman of the AGM as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 5 (Ratification of Prior Issue of Securities under the Company's Employee Share Plan)

The Company will disregard any votes cast in favor of Item 5 by or on behalf of a person who participated in the issue of Securities that are the subject of ratification in Item 5, or any associates of those persons. However, the Company need not disregard a vote cast in favor of Item 5 by:

- a person as proxy or attorney for a person entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the AGM as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, the Company will disregard any votes cast as a proxy by a member of the key management personnel as at the date of the AGM or their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on this resolution either in accordance with their directions on how to vote as set out in the proxy appointment; or by the Chairman of the AGM as a proxy for a person entitled to vote pursuant to an express authorization to vote undirected proxies as the Chairman sees fit even though the Item is connected directly or indirectly with the remuneration of key management personnel.

Item 6 (Grant of Equity Incentives to Chief Executive Officer and Managing Director)

The Company will disregard any votes cast in favor of Item 6 by or on behalf of Mr Lopes, being the only person eligible to participate in this offer, or any of his associates. However, the Company need not disregard a vote cast in favor of Item 6 by:

- a person as proxy or attorney for a person entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the AGM as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, the Company will disregard any votes cast as a proxy by a member of the key management personnel as at the date of the AGM or their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on this resolution either in accordance with their directions on how to vote as set out in the proxy appointment; or by the Chairman of the AGM as a proxy for a person entitled to vote pursuant to an express authorization to vote undirected proxies as the Chairman sees fit even though the Item is connected directly or indirectly with the remuneration of key management personnel.

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 1 – 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, as a whole, 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 2 – RE-ELECTION OF DIRECTORS

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 the third Annual General Meeting following their appointment (whichever is longer) without submitting for re-election.

Each of Dr Adir Shiffman and Mr Igor van de Griendt was last re-elected as a Director of the Company at the Company's Annual General Meeting held on August 2, 2022 and has served as a Director of the Company since that date. Accordingly, each of Dr Shiffman and Mr van de Griendt shall retire and offers himself for re-election at the AGM.

Board recommendation

The Board (with the relevant Director seeking re-election abstaining) recommends that Shareholders vote **in favor** of the re-election of each of Dr Shiffman and Mr van de Griendt.

Profiles of Dr Shiffman and Mr van de Griendt are as follows:

DR ADIR SHIFFMAN

MBBS, Medicine

Executive Chairman

Appointed September 4, 2013

Member of SaaS Scaling Committee

Dr Adir Shiffman has extensive CEO and board experience in the technology sector.

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

Adir currently sits on several boards. He is regularly featured in the media in Australia, the US and Europe.

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

Dr Shiffman is currently a Non-Executive Director of hipages Group Holdings Limited (since July 2023).

EXPLANATORY NOTES: ITEMS OF BUSINESS

MR IGOR VAN DE GRIENDT

B.E. Electrical Engineering

Founder, Non-Executive Director

Appointed September 4, 2013

Member of Audit and Risk Committee

Chair of Cyber Risk Subcommittee

Mr Igor van de Griendt has served as Chief Operating Officer (COO), Chief Technology Officer (CTO) and as an Executive Director before moving into a Non-Executive Director role in July 2019.

In his capacity as CTO, he was responsible for providing strategic direction and leadership in the development of Catapult's products, both in the analytical and cloud space, as well as with respect to Catapult's various wearable product offerings. Igor also provided guidance and operational support to Catapult's Research & Development (R&D), software and cloud development teams during that time.

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 several sensor platforms and technologies ultimately leading to the founding of Catapult.

Prior to joining the CRC for MicroTechnology, Igor ran his own consulting business that provided engineering services for more than 13 years to technology companies such as Redflex Communications Systems (now part of Exelis, NYSE:XLS), Ceramic Fuel Cells (ASX:CFU), Ericsson Australia, Siemens, NEC Australia and Telstra.

Igor holds a Bachelor of Electrical Engineering from Darling Downs Institute of Advanced Education (now University of Southern Queensland). Igor is also the author of numerous patents and patent applications in athlete tracking, and other sensor technologies.

ITEM 3 — 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 2025 Annual Report, which is available on the Investor website.

At the AGM, the Chairman will give Shareholders, as a whole, 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 favor** of this resolution. The Board encourages Shareholders to apply the same level of diligence to voting on this resolution as for the binding resolutions. As noted in the Proxy Form, the Chairman of the AGM intends to cast all undirected proxies **in favor** of this resolution.

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 4 – RATIFICATION OF PRIOR ISSUE OF THE FIRST AND SECOND TRANCHES OF SHARE CONSIDERATION TO THE PERCH VENDORS

Background

On June 5, 2025, Catapult completed the strategic acquisition of Catalyft Labs, Inc., d/b/a "Perch" (**Perch**), a next-generation leader in athlete monitoring in the gym for elite teams (the **Acquisition**).

Born out of the Massachusetts Institute of Technology (MIT), Perch combines advanced computer vision and AI to deliver real-time, automatic tracking of athlete strength training. The Perch system uses a compact 3D camera that mounts to any weight rack in minutes - detecting movements, recording performance, and providing instant feedback. The Perch platform allows trainers to build customized programs, assess readiness, and track progress over time - all while saving teams hours of manual data collection. With precise, reliable data and real-time insights, Perch empowers athletes and coaches to train smarter and achieve better results. With an ACV of approximately US\$2.5 million, Perch has demonstrated clear product-market fit in the professional sports market.

Pursuant to the transaction documents for the Acquisition (the **Merger Agreement**), Catapult acquired Perch for US\$18 million, with US\$3 million paid in cash at closing – funded entirely from Catapult's existing cash reserves.

The remainder of the consideration, US\$15 million, is paid by the issue of 6,245,577 fully paid ordinary Shares to the Perch Vendors (the **Share Consideration**). The Share Consideration is split into four tranches and is subject to voluntary escrow from the date of issuance as follows:

| Tranche | Value (US\$) | Required Issue Date | Shares issued | Date released from voluntary escrow |
|---------|--------------|---------------------|---------------|-------------------------------------|
| 1 | \$3.0M | Jun 5, 2025 | 1,249,130 | Dec 5, 2025 |
| 2 | \$3.0M | Jun 5, 2025 | 1,249,097 | Jun 5, 2026 |
| 3 | \$4.5M | Dec 5, 2025 | 1,873,675 | Dec 7, 2026 |
| 4 | \$4.5M | Jun 5, 2026 | 1,873,675 | Jun 7, 2027 |

In addition to the Share Consideration, Perch Vendors will be eligible for an earn-out of up to US\$10 million in fully paid ordinary Shares (being a maximum of 4,048,834 Shares) over the period June 2027 to May 2028, contingent on achieving key ACV growth milestones. The number of ordinary shares issued under the Acquisition is calculated using the 30-day VWAP ending prior to May 20, 2025, the date of Catapult's FY25 financial results, being A\$3.7798; and an exchange rate of 1 US\$ = A\$1.5738.

The Acquisition is on terms customary for a transaction of its nature. In the event that any of the shares issued under the acquisition are considered "performance securities" for the purposes of ASX Guidance Note 19, the Catapult Board considers that those shares qualify as "ordinary course of business acquisition securities" for the purposes of that Guidance Note. The Catapult Board has formed this view on the basis that the performance securities convert to ordinary shares at the end of the relevant lockup period, and that they are security against any warranty and indemnity claims under the relevant transaction document.

Further information on the Acquisition is set out in the Company's announcements of June 5, 2025.

ASX Listing Rule 7.1

In this Item 4, the Company seeks Shareholder approval to ratify the prior issue of the First and Second Tranches of the Share Consideration (the **Ratification Shares**).

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of equity securities that a listed company may, without shareholder approval, issue over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Ratification Shares were issued without prior Shareholder approval, and the issue does not fall within any of the exceptions to Listing Rule 7.1. As such, that issue effectively uses up part of the 15% limit in Listing Rule 7.1, reducing

EXPLANATORY NOTES: ITEMS OF BUSINESS

the Company's capacity to issue additional equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Ratification Shares.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 allows shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1, and so does not reduce the company's capacity to issue additional equity securities without shareholder approval under Listing Rule 7.1.

The Company wishes to retain its usual flexibility to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, this resolution seeks Shareholder approval to subsequently approve the issue of the Ratification Shares for the purposes of Listing Rule 7.4.

If this resolution is passed, the issue of the Ratification Shares will be **excluded** in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date of issue of the Ratification Shares.

If this resolution is not passed, the issue of the Ratification Shares will be **included** in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date of issue of the Ratification Shares.

The Company would have preferred to seek Shareholder approval, in advance, to issue the Third and Fourth Tranches of the Share Consideration under Listing Rule 7.1 at this AGM. However, the effect of ASX Listing Rule 7.3.4 is that the issue of those Tranches would have needed to occur within 3 months after the AGM, which does not accord with the commercial transaction. Accordingly, the Company expects to seek Shareholder approval to ratify the issue of the Third and Fourth Tranches of the Share Consideration at its 2026 AGM.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- (a) The Ratification Shares were issued to the Perch Vendors in accordance with the terms of the Merger Agreement as announced on June 5, 2025.
- (b) The Ratification Shares comprised 2,498,227 fully paid ordinary Shares in the Company.
- (c) The Ratification Shares were fully paid on issue and rank equally in all aspects with all existing fully paid ordinary Shares. As noted above, the Ratification Shares are subject to voluntary escrow until December 5, 2025 (for the First Tranche) and June 5, 2026 (for the Second Tranche).
- (d) The Ratification Shares were issued on June 5, 2025.
- (e) The Ratification Shares were issued pursuant to the Merger Agreement and form part of the consideration given by Catapult to the Perch Vendors to acquire Perch.
- (f) No funds were raised from the issue of the Ratification Shares, as they were issued by Catapult as part of the consideration for the acquisition of Perch.
- (g) A summary of the material terms of the Merger Agreement under which the Ratification Shares were issued is set out in this section (g). The Merger Agreement was not subject to any conditions precedent. Various warranties were given by the Perch Vendors in favor of Catapult under the Merger Agreement, and a small number of warranties were given in return. The Perch Vendor warranties concern a range of matters such as corporate capacity, the business and assets, financial matters, IP and IT, employment, and taxation. The Perch Vendors disclosed certain matters against those warranties.

There are various limitations on claims that Catapult may make against the Perch Vendors. These are customary for a transaction of its nature and include the minimum amount of a claim under which the Company is not entitled to recovery, an aggregate value required prior to bringing a claim, and liability caps for certain types of breaches.

Board recommendation

The Board recommends that Shareholders vote **in favor** of this resolution.

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 5 – RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER THE COMPANY'S EMPLOYEE SHARE PLAN

Background

Since the Company's 2020 AGM, Catapult has implemented an employee remuneration structure that seeks to strongly foster equity ownership by all team members. This has the associated benefit of preserving cash for the Company.

To give effect to this employee remuneration structure, Catapult:

- has, after the date of Catapult's 2024 AGM but before the date of this Notice, issued 10,482,950 Securities under the Company's ESP (excluding issues pursuant to the Director Salary Sacrifice Offers and to the CEO and Managing Director, which were separately approved by Shareholders at the Company's AGMs). These Securities were issued in reliance on the Company's available 15% placement capacity under ASX Listing Rule 7.1 and comprise:
 - the issue to the trustee of the Company's ESP, Solium Nominees (Australia) Pty Ltd (the **ESP Trustee**), of 9,770,000 fully paid ordinary Shares on June 27, 2025 to satisfy the Company's obligations to provide ordinary shares to participants under the Company's ESP (the **ESP Trustee Shares**); and
 - the grant to ESP participants of 712,950 Securities relating to incentives in the FY25 service year (the **FY25 Incentives**); and
- shall, in July 2025 (being after the date of this Notice but prior to the date of the 2025 AGM) grant 4,180,000 Securities (being incentives for the FY26 service year) to ESP participants under the Company's ESP (the **FY26 Incentives**). The FY26 Incentives will be issued in reliance on the Company's available 15% placement capacity under ASX Listing Rule 7.1.

Catapult, therefore, seeks ratification for the issue of 14,662,950 Securities (being the sum of the 9,770,000 ESP Trustee Shares, the 712,950 FY25 Incentives, and the 4,180,000 FY26 Incentives, the **Ratification Securities**) in this Item 6 for the purposes of ASX Listing Rule 7.4.

ASX Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in the 'Listing Rule 7.4' section of Item 4 above.

The Company wishes to retain its usual flexibility to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, this resolution seeks Shareholder approval to subsequently approve the issue of the Securities for the purposes of Listing Rule 7.4.

If this resolution is passed, the issue of the Ratification Securities will be **excluded** in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date of issue of the Ratification Securities.

If this resolution is not passed, the issue of the Ratification Securities will be **included** in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date of issue of the Ratification Securities. This means that Catapult would not have the usual flexibility to issue equity under the 15% cap in ASX Listing Rule 7.1.

Management strongly believes that employees should be 'owners' of the business. A culture of ownership aligns employee success with business success. If Catapult cannot adequately compensate its employees through the issue of equity then its ability to attract, motivate and retain talent, as well as its ability to maintain a flexible capital structure, may suffer.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- (a) The Ratification Securities were issued to approximately 320 ESP-eligible Catapult employee participants. No Ratification Securities were issued to Directors of the Company (including the CEO and Managing Director).

EXPLANATORY NOTES: ITEMS OF BUSINESS

- (b) The total number of Ratification Securities issued was 14,662,950, comprising the 9,770,000 ESP Trustee Shares, the 712,950 FY25 Incentives, and the 4,180,000 FY26 Incentives. Of the FY25 Incentives, 308,260 Securities have a 12-month vesting period, and 404,690 Securities have a 36-month vesting period. Of the FY26 Incentives, 3,200,000 Securities have a 12-month vesting period, and 980,000 Securities have a 36-month vesting period.
- (c) The number of rights granted to an eligible Catapult employee, and the proportion of such rights with a 12-month or 36-month vesting period, will vary each year at Catapult's discretion. Considerations include that person's previous year's performance, job level, agreed incentive opportunities, overall remuneration package, the Company's performance, prevailing share price, and an assumed annual share price growth.
- Each right will vest at a set date. Once vested, each such right may be exercised and exchanged for one fully paid ordinary share in Catapult. No further performance conditions need to be met for such rights to vest as the number granted is based on the employee's recent performance.
- Some Catapult employees are eligible for rights with both a 12-month and 36-month vesting period, while others will only be eligible for rights with both a 12-month.
- The vesting dates for the rights are, for the FY25 Incentives with 12-month vesting periods: June 30, 2025, September 30, 2025, and December 31, 2025; for the FY25 LTIs: June 30, 2027, August 31, 2027, September 30, 2027, and December 31, 2026; for the FY26 Incentives with 12-month vesting periods: June 30, 2026; and for the FY26 Incentives with 36-month vesting periods: June 30, 2028.
- (d) The issue date was, for the ESP Trustee Shares: June 27, 2025; for the FY25 Incentives with 12-month vesting periods: October 2024, January 2025, and April 2025; for the FY25 Incentives with 36-month vesting periods: October 2024, and January 2025; and for the FY26 Incentives: July 2025.
- (e) The Securities (excluding the ESP Trustee Shares) were issued for nil consideration, as they were granted as incentives for the benefit of eligible ESP participants under the Company's ESP. The ESP Trustee Shares were issued at a price of A\$5.7781 per Share.
- (f) No funds were raised from the issue of the Securities.
- (g) The Securities were issued under the Company's ESP which is available on the Investor website.

Important information

It is important that Shareholders understand the following:

- if the number of FY26 Incentives granted under Catapult's ESP, is greater than 4,180,000, then the extra number of Securities will reduce the Company's 15% equity capacity unless another exception applies under ASX Listing Rule 7.2, or where shareholders subsequently ratify that issue of securities in accordance with ASX Listing Rule 7.4; and
- Catapult intends to seek Shareholder approval at the Company's 2026 AGM for the proposed issue in June/July 2026 of incentives for the FY27 service year.

Board recommendation

Noting that the issue of any securities to Directors under the ESP will require a separate shareholders' approval under ASX Listing Rule 10.14 (see, for example, Item 6 below) and that each Director who may participate in the ESP is excluded from voting their Shares in favor of this resolution (as set out in voting restrictions in the Explanatory Notes), the Board recommends that Shareholders vote **in favor** of this resolution.

As noted in the Proxy Form, the Chairman of the AGM intends to cast all undirected proxies **in favor** of this resolution.

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 6 – GRANT OF EQUITY INCENTIVES TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

The Company is required to obtain shareholder approval under ASX Listing Rule 10.14 to grant Mr Lopes securities under Catapult's Employee Share Plan (the **ESP**), given that he is Catapult's Managing Director.

Catapult is therefore seeking approval from Shareholders to grant Mr Lopes (or his nominee) 455,735 rights for the FY26 service year (the **FY26 Incentives**).

ASX Listing Rules

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval for the acquisition of equity securities by specified persons (including directors) under an employee incentive scheme. This Rule does not apply when shares are purchased on-market in satisfaction of rights issued under an employee incentive scheme. The Company currently intends to satisfy Rights by issuing new Shares. However, it will also have the discretion to satisfy those Rights by purchasing Shares on-market.

If Shareholder approval is received under Listing Rule 10.14, further approval is not required (and will not be sought) under ASX Listing Rule 7.1 or 10.14 for the provision of Shares to, or the issue to the trustee of the Company's ESP (on behalf of Mr Lopes) of Shares to be provided to, Mr Lopes (or his nominee) on the exercise, conversion, or satisfaction of the FY26 Incentives.

Chapter 2E Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a "financial benefit" to a "related party" of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Rights and Shares (which is a type of equity security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a "financial benefit" under Chapter 2E.

A "related party" for the purposes of the Corporations Act and the ASX Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition also includes a person for whom there are reasonable grounds to believe will become a "related party" of a public company.

Section 211 of the Corporations Act provides an exception to the prohibition in Chapter 2E where the financial benefit is given to a related party as an officer of the company and to give the remuneration would be reasonable given the circumstances of the company and the related party's circumstances (including the responsibilities involved in the office or employment) (the **Reasonable Remuneration Exemption**).

The Board (with Mr Lopes abstaining) carefully considered the proposed grant of the FY26 Incentives to Mr Lopes and formed the view that in giving this financial benefit, the Company may rely on the Reasonable Remuneration Exemption.

Shareholder approval is therefore only being sought for the purposes of Listing Rule 10.14.

Catapult's ESP Framework

Catapult operates its ESP to incentivize, attract, and retain employees across all levels of the organization. The ESP framework allows for flexibility in setting performance targets year by year, which takes into account Catapult's unique position as a fast-paced and high-growth technology company that is scaling globally and revolutionizing the sports technology industry. As such, the Company's Nomination and Remuneration Committee (**NRC**) believes Catapult's ESP framework is appropriate for where the Company is in its journey, and it ensures there is strong alignment between KMP, and shareholder interests. The NRC reviews Catapult's ESP framework annually to ensure it continues to be appropriate, and that Catapult retains the maximum ability to incentivize, attract, and retain top talent in the various regions in which it operates.

EXPLANATORY NOTES: ITEMS OF BUSINESS

ESP participants include KMP (excluding the Executive Chairman) and other employees as determined by the Board. Share-based payments under the ESP are made in the form of Performance Rights, which are exchanged for Catapult Shares, and are allocated based on the outcome of a combination of financial measures (the Company scorecard, which is a mix of business-critical, financially- and Company-focussed objectives set for the KMP) and non-financial measures (Individual performance goals and objectives). These measures are reviewed and set annually by the Board to ensure they are appropriate and that there is alignment between KMP and shareholder interests.

For KMP to receive their ESP award, a 12-month and 36-month service-based vesting period applies from the allocation date. For FY25, performance rights allocated under the ESP on July 1, 2025, that vest after 12 months (June 30, 2026) are calculated using the 30-day Value Weighted Average Price (**VWAP**) of Catapult ordinary Shares prior to April 1, 2025, and applying a 12.5% premium to the VWAP. The value of ESP awards that vest after 36 months (June 30, 2028) is calculated using the 30-day VWAP of Catapult ordinary Shares prior to April 1, 2025, and applying a 62% premium to the VWAP. The allocation price for performance rights that vest on June 30, 2026 is A\$4.0383, and for those that vest on June 30, 2028 is A\$5.8232.

By applying a premium to the VWAP at the time of allocation, there needs to be significant and ongoing shareholder returns generated – 12.5% after one year and 62% after three years – for KMP and employees to receive the full value of their ESP award when it vests. If shareholder returns are less than 12.5% after one year and 62% after three years, the value of ESP awards at vesting will be less than their value on the allocation date.

Catapult's ESP is settled in the form of share-based compensation. With an individual's award subject to a service period of between 12 to 36 months from the date of allocation, and the associated long-term share price risk associated with that timeframe, the ESP provides for strong alignment between KMP, and shareholder interests, and for decisions to be made in the long-term interests of the Company. All awards are also subject to a clawback, and malus policy, and forfeiture depending on 'good leaver status'.



FY25 Company Scorecard

In FY25, incentives allocated under the ESP were based on the assessment of performance for the period April 1, 2023 to March 31, 2024 (FY24). The FY25 Company scorecard for the performance period was focused on the Company's goal of progress towards achieving the Rule of 40, and included an ACV growth metric target and Management EBITDA target.

The table overleaf outlines detailed outcomes of the ESP measures for the KMPs for FY25. The FY25 Company Scorecard required a minimum attainment outcome against target hurdles to achieve the FY25 goal attainment floor outcome of 80%. It also had a maximum stretch performance of 130%. The Individual Scorecard had a maximum stretch performance of 130%. The total maximum outcome for KMPs under the ESP was 169% of the target. The outcome of the FY25 Company scorecard was used to calculate the ESP allocated in FY26 in July 2025. In assessing these outcomes, the Board considered performance against the following measures.

The Rule of 40 is an important barometer for measuring Catapult's progress as a SaaS business. The Rule of 40 stipulates that world-class SaaS businesses will reach 40% when combining their growth and profit margin rates. Catapult uses ACV growth as the growth-rate metric, and Management EBITDA as the profit metric, to calculate its value on the Rule of 40.

EXPLANATORY NOTES: ITEMS OF BUSINESS

| Target Measure | Rationale | Target | Performance Outcome ¹ | Outcome | Commentary |
|--|---|-------------|--|-------------|--|
| Company Scorecard (up to 130%) | | | | | |
| Rule of 40 | <ul style="list-style-type: none"> ACV Growth is the key leading indicator of Catapult's future SaaS revenue ACV Growth represents the growth in new subscription customers, and growth in upselling and cross-selling to existing subscription customers Management EBITDA is the key measure of Catapult's cash profitability Management EBITDA removes the impact of material non-cash movements in the Profit and Loss statement, notably share-based payments and capitalised research and development | 100% |  | 130% | <ul style="list-style-type: none"> ACV growth increased by 18% YoY on a constant currency basis, driven by organic subscription revenue growth Management EBITDA as a percentage of revenue was 13% Together, Catapult scored 31% on the Rule of 40 |
| Total | | 100% | | 130% | |
| ¹ Performance outcome is based on a scale of threshold – target – stretch | | | | | |
| Individual Scorecard (up to 130%) | | | | | |
| Customer, Product & People | <ul style="list-style-type: none"> Individual criteria includes an assessment of performance associated with elevating the voice of the customer, initiatives on the FY25 product roadmap, the performance of the Executive team, the performance of the corporate functions, and maintaining employee engagement above a set threshold. | 100% |  | 110% | <ul style="list-style-type: none"> Assessed to have achieved a score of 110% for Individual performance criteria |
| Total | | 100% | | 110% | |
| Total Percentage Achieved | | | | 143% | |
| Total Percentage of Maximum Achieved | | | | 85% | |

FY26 Incentives Details

Based on the outcomes of the FY25 Company and Individual Scorecards, the Company is seeking Shareholder approval to issue the following FY26 Incentives to Mr Lopes:

| Target at Risk Amount (US\$) | Percentage Achieved During the Period | Rights to be Issued | | Service Condition Length (months) | Vesting Date / Service Condition End Date | Exercise Price |
|------------------------------|---------------------------------------|---------------------|---------|-----------------------------------|---|----------------|
| | | Value (US\$) | Number | | | |
| 429,000 | 143.0% | 613,470 | 241,248 | 15 | Jun 30, 2026 | Nil |
| 550,000 | 143.0% | 786,500 | 214,489 | 39 | Jun 30, 2028 | Nil |

On the vesting date, each FY26 Incentive will entitle Mr Lopes to receive one Share. Before vesting, the FY26 Incentives do not carry entitlements to ordinary dividends or other shareholder rights. The Board has discretion to settle FY26 Incentives in cash. Any FY26 Incentives that are unvested or vested (but unexercised) will lapse on the earlier of (i) cessation of Mr Lopes' employment; and (ii) the commencement by Mr Lopes of a period of notice; where, in either case, adverse leaver circumstances exist.

EXPLANATORY NOTES: ITEMS OF BUSINESS

Information required by ASX Listing Rule 10.15

The following information in relation to the issue of the FY26 Incentives is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The FY26 Incentives are to be issued to Mr Lopes.
- (b) Mr Lopes is Chief Executive Officer and Managing Director of the Company and therefore falls within the category in Listing Rule 10.14.1.
- (c) The number of FY26 Incentives to be issued under is set out in the table on page 17.
- (d) The details of Mr Lopes' current remuneration package are as set out in the table below and as set out in the Remuneration Report included in the Company's 2025 Annual Report released on June 27, 2025:

| Year | Short-term employee benefits | | | Post-employment benefits | Share-based payments (Options and Performance Rights) | | Total |
|------|------------------------------|-------|--------|--------------------------|---|------------------|-----------|
| | Cash salary and fees | Bonus | Other | Pension | ESP | Salary Sacrifice | |
| US\$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| 2025 | 550,000 | - | 29,122 | 11,000 | 1,258,079 | - | 1,848,201 |
| 2024 | 550,000 | - | 54,135 | 10,962 | 525,812 | - | 1,140,909 |

- (e) The number of securities that have previously been issued to Mr Lopes is as follows:

| Award Type | Grant Date | Vest Date | Expiry Date | Issue Consideration | Exercise Price | No. Granted | No. Outstanding |
|------------|------------|-----------|-------------|---------------------|----------------|-------------|-----------------|
| FY25 STI | 6 Aug 24 | 30 Jun 25 | 30 Jun 26 | Nil | Nil | 565,890 | 565,890 |
| FY25 LTI | 6 Aug 24 | 30 Jun 27 | 30 Jun 28 | Nil | Nil | 503,130 | 503,130 |
| FY24 STI | 1 Jul 23 | 30 Jun 24 | 30 Jun 25 | Nil | Nil | 544,020 | 0 |
| FY24 LTI | 1 Jul 23 | 30 Jun 26 | 30 Jun 27 | Nil | Nil | 485,190 | 485,190 |
| TIP | 31 May 23 | 31 May 24 | 31 May 26 | Nil | A\$0.97 | 2,185,098 | 2,185,098 |
| FY23 LTI | 31 Jul 22 | 30 Jun 25 | 30 Jun 26 | Nil | Nil | 243,000 | 243,000 |
| FY22 LTI | 1 Jul 21 | 1 Jul 24 | 30 Jun 25 | Nil | Nil | 182,500 | 182,500 |

- (f) If Shareholder approval is obtained, the grant of the FY26 Incentives to Mr Lopes will occur following the AGM and, in any event, prior to August 5, 2028, being 3 years after the date of the AGM. If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Lopes.
- (g) The allocation price for the FY26 Incentives that vest on June 30, 2026 is A\$4.0383, and for those that vest on June 30, 2028 is A\$5.8232.
- (h) A summary of the material terms of the FY26 Incentives is set out above. The ESP is available at: catapult.com/investor/corporate-governance.
- (i) No loans will be provided to acquire any FY26 Incentives or Shares as part of this award.
- (j) Details of the FY26 Incentives issued to Mr Lopes will be published in the annual report of the Company for the period in which they were issued, along with a statement that the approval for the issue was obtained under ASX Listing Rule 10.14.
- (k) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of the FY26 Incentives after this Item is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

EXPLANATORY NOTES: ITEMS OF BUSINESS

- (I) As Mr Lopes is an Executive Director, if approval is given by Shareholders for this Item under Listing Rule 10.14, any securities issued to Mr Lopes will not be calculated as a "director's fee" for the purposes of the total agreement amount of Directors' fees payable in accordance with Listing Rule 10.17.

Board recommendation

The Board (with Mr Lopes abstaining) recommends that Shareholders vote **in favor** of the resolution.

As noted in the Proxy Form, the Chairman of the AGM intends to cast all undirected proxies **in favor** of this resolution.

ITEM 7 – CHANGE OF COMPANY NAME

The Company proposes to change its name from "Catapult Group International Ltd" to "Catapult Sports Ltd". This change is intended to better align the Company's name with its purpose and operations in the global sports industry.

The effect of section 157 of the Corporations Act is that a special resolution is required to change the Company's name. The change of name takes effect when ASIC updates its register to reflect the new name. As the Company's Constitution contains references to the Company's name, a special resolution of Shareholders is required under section 136(2) of the Corporations Act to amend these references.

An amended version of the Constitution showing the proposed markups is available on the Investor website.

Board recommendation

The Board recommends that Shareholders vote **in favor** of this resolution.



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POTENTIAL**

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Online Meeting Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

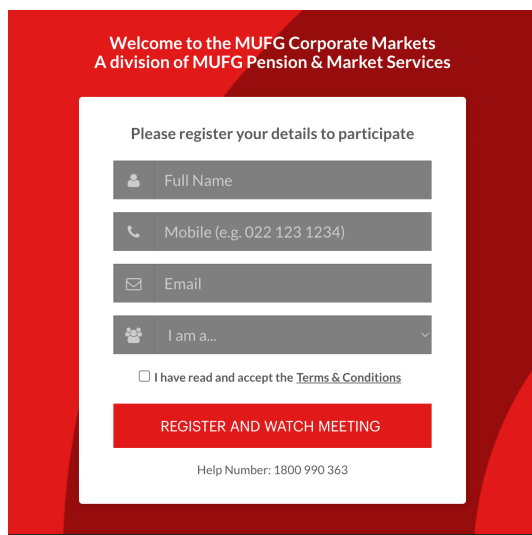
- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

To attend and vote you must have your shareholder number and postcode.

Appointed Proxy: Your proxy number will be provided by MUFG before the meeting.

Please make sure you have this information before proceeding.

Online Meeting Guide



Welcome to the MUFG Corporate Markets
A division of MUFG Pension & Market Services

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH MEETING

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.openbriefing.com/cat25>

Step 2

Log in to the portal using your full name, mobile number and email address.

Please read and accept the terms and conditions before clicking on the **'Register and Watch Meeting'** button.

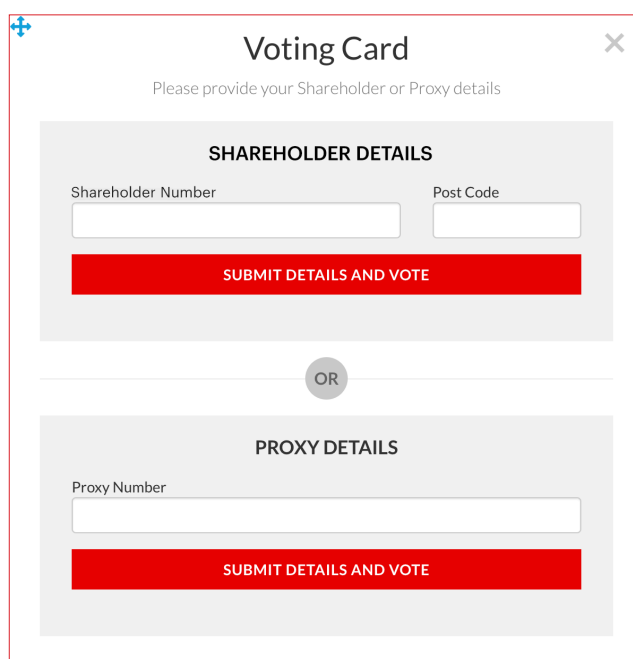
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxies can submit either a Full Vote or Partial Vote.




+
Get a Voting Card

?
Ask a Question

Downloads

- Notice of meeting
- Annual report
- Online Guide


SAMPLE

*****7133

X

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.

Full Vote
Partial Vote

Resolution 1A

☒ For
☒ Against
☒ Abstain

AMENDMENT TO THE CONSTITUTION

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

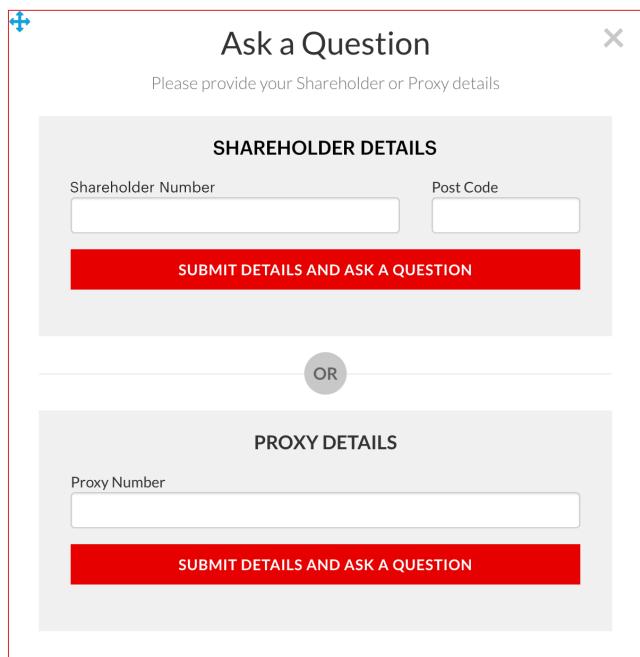
Online Meeting Guide *continued*

2. How to ask a question

Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number and postcode or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will pop up and you have the option to type in a written question or ask an audio question over the phone line.

The 'Ask a Question' modal box has a title bar with a close button (X) and a plus icon. Below the title, it says 'Please provide your Shareholder or Proxy details'. There are two sections: 'SHAREHOLDER DETAILS' and 'PROXY DETAILS', separated by an 'OR' button. The 'SHAREHOLDER DETAILS' section has input fields for 'Shareholder Number' and 'Post Code', followed by a red 'SUBMIT DETAILS AND ASK A QUESTION' button. The 'PROXY DETAILS' section has an input field for 'Proxy Number', followed by a red 'SUBMIT DETAILS AND ASK A QUESTION' button.

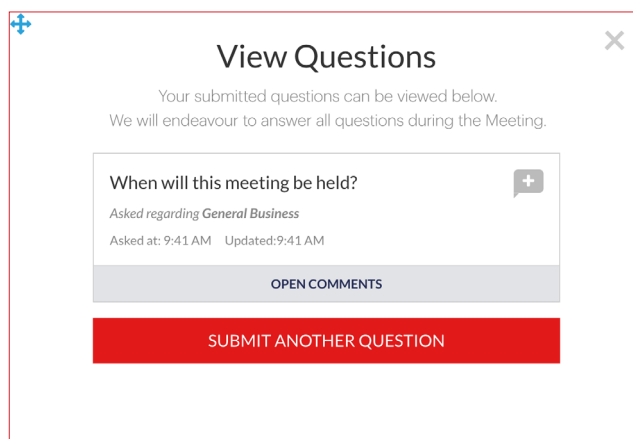
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note, the company will do their best to address all questions.

The 'View Questions' modal box has a title bar with a close button (X) and a plus icon. Below the title, it says 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' There is a list of questions, with one example shown: 'When will this meeting be held?' with a plus icon in a speech bubble. Below the question, it says 'Asked regarding General Business' and 'Asked at: 9:41 AM Updated: 9:41 AM'. There is a grey 'OPEN COMMENTS' button and a red 'SUBMIT ANOTHER QUESTION' button.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Once voting has been closed all submitted voting cards cannot be changed.

Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact MUFG on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device,
call: 1800 497114 (within Australia)
+61 2 9189 1123 (International)

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a holder and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

You will be greeted by a moderator. Once the moderator has verified your details you will then be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to vote or ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

The moderator will ask you what item of business your question relates to. Let the moderator know if your question relates to General Business or the Resolution number.

Your question will be taken over the phone by the moderator, and will then be put into the online queue.

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia
T +61 1800 990 363

LODGE YOUR VOTE

ONLINE
<https://au.investorcentre.mpms.mufg.com>

BY MAIL

Catapult Group International Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia


BY FAX

+61 2 9287 0309


BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150


ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474


X99999999999

PROXY FORM

I/We being a member(s) of Catapult Group International Ltd ABN 53 164 301 197 (the **Company**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Melbourne time) on Tuesday, August 5, 2025 as a virtual-only meeting (the Meeting)** and at any postponement or adjournment of the Meeting.

You can participate by logging in online at <https://meetings.openbriefing.com/CAT25> (refer to details in the Virtual Meeting Online Guide).

Authorization for Items connected with remuneration: If the Chairman 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 3, 5 or 6, I/we expressly authorize the Chairman of the Meeting to exercise my/our proxy in respect of these Items even though Items 3, 5 and 6 are connected with the remuneration of a member of the Company's key management personnel (**KMP**).

Undirected Proxies: The Chairman of the Meeting will vote all undirected proxies **in favour** of all Items of business (including Items 3, 5 and 6, which are **connected with KMP remuneration**). If you wish to appoint the Chairman 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 Item.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

2a Re-election of Directors -
Dr Adir Shiffman

For Against Abstain*

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

5 Ratification of Prior Issue of Securities
under the Company's Employee Share Plan

For Against Abstain*

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

2b Re-election of Directors -
Mr Igor van de Griendt

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

6 Grant of Equity Incentives to Chief Executive
Officer and Managing Director

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

3 Remuneration Report

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

7 Change of Company Name

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

4 Ratification of Prior Issue of the First and
Second Tranches of the Share Consideration
to the Perch Vendors

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|



* 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Extraordinary General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) Sunday, August 3, 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Catapult Group International Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)