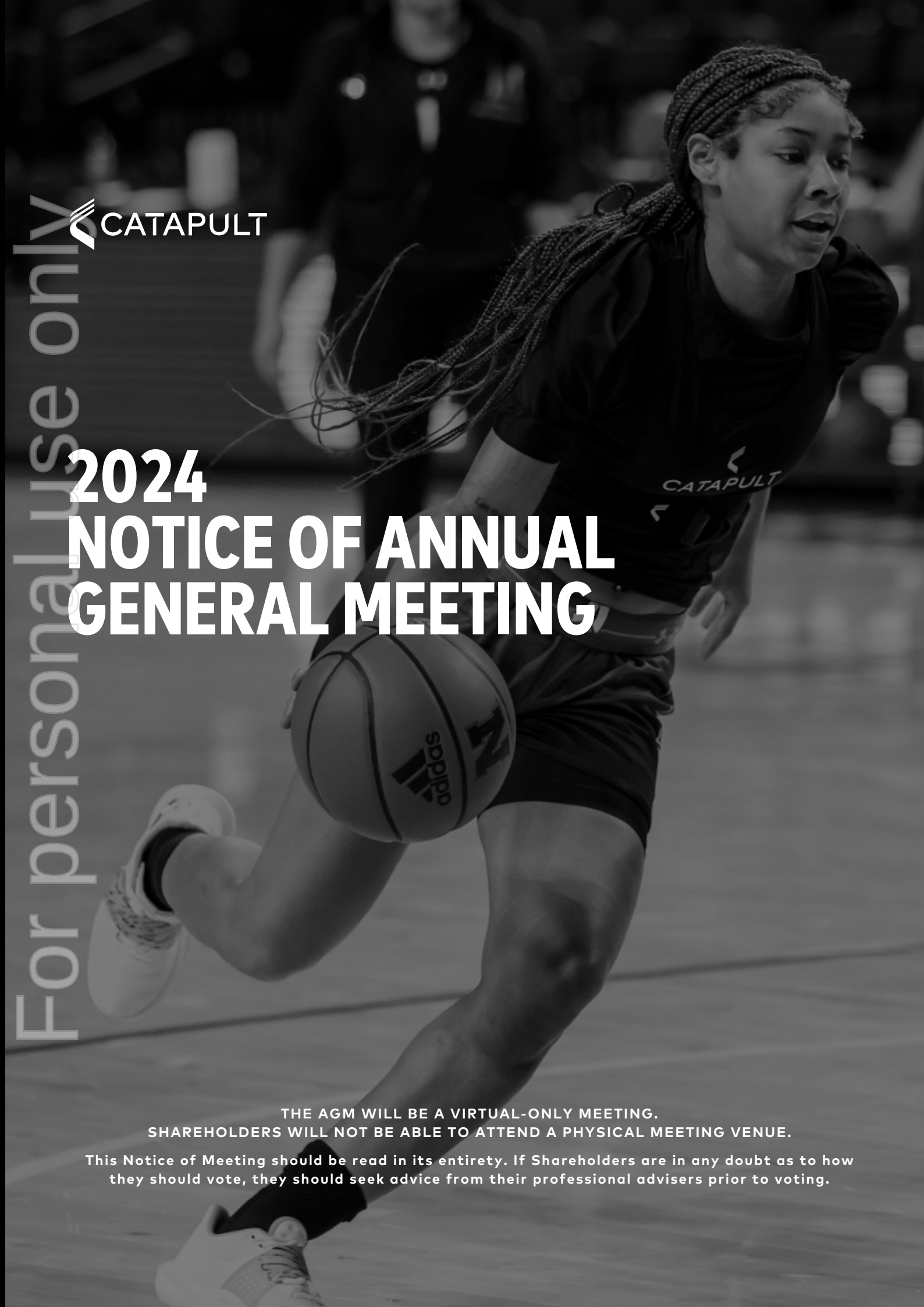
For personal use only

CATAPULT

2024 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 2024 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 6, 2024, 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 Link Market Services online platform at meetings.linkgroup.com/CAT24 using a supported web browser on a computer, tablet or smartphone device (the **Link Virtual Meeting Platform**). The Link 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, Link Market Services, 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 6, 2024.

Shareholders / Proxies

Shareholders and proxies will need to use the following details when accessing the Link 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, Link Market Services, on +61 1300 554 474 between 9.00am and 5.00pm (Melbourne time) or send an email to info@linkmarketservices.com.au 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 Link Virtual Meeting Platform.

They may also listen to the AGM and ask questions verbally through the linked telephone facility on 1800 957 036 or +61 2 8016 6128 (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 6 of the Explanatory Notes.

Guests

Guests will need to register through the Link 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 957 036 or +61 2 8016 6128 (outside Australia).

For personal use only

NOTICE OF ANNUAL GENERAL MEETING

For personal use only

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 6, 2024, 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 Link Market Services online platform which may be accessed at meetings.linkgroup.com/CAT24 (the **Link 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' and 'Rights' 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, 2024, 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** Mr Thomas Bogan, 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 James Orlando, 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, 2024, be adopted."

4. Ratification of Prior Issue of the First Sub-Tranche of the Second Tranche of the Earn Out Shares to the SBG 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 Sub-Tranche of the Second Tranche of the Earn Out Shares to each of the SBG Vendors (or their nominees) (being, in aggregate, 463,334 fully paid ordinary Shares) pursuant to the SBG Acquisition and as set out in the Explanatory Notes, be ratified."

NOTICE OF ANNUAL GENERAL MEETING

For personal use only

5. Approval of Issue of the Second, Third, Fourth and Fifth Sub-Tranches of the Second Tranche of the Earn Out Shares to the SBG Vendors

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

"**THAT**, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of the Second, Third, Fourth and Fifth Sub-Tranches of the Second Tranche of the Earn Out Shares to each of the SBG Vendors (or their nominees) (being, in aggregate, 1,853,336 fully paid ordinary Shares) pursuant to the SBG Acquisition and as set out in the Explanatory Notes, be approved."

6. 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, 10,719,748 Securities), and the issue to the trustee of the Company's ESP (on behalf of those participants) of ordinary shares to be provided to those participants on exercise or conversion of those Securities (including the issue to the trustee of 7,500,000 ordinary Shares on March 27, 2024), pursuant to the terms of the ESP and as set out in the Explanatory Notes, be ratified."

7. Director Salary Sacrifice

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

(a) "**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of rights to acquire Shares to Dr Adir Shiffman (being a Director of the Company, or his nominee) under the ESP and as set out in the Explanatory Notes, be approved, up to a maximum number of Shares that is equal to Dr Shiffman's accrued and prospective salary for the period August 21, 2024 to August 6, 2027 (the **Approval Period**) divided by the relevant volume weighted average price of the Company's Shares (the **Relevant VWAP**); with Dr Shiffman's salary being reduced by the dollar value of each such grant."

(b) "**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of rights to acquire Shares to Mr Will Lopes (being a Director of the Company, or his nominee) under the ESP and as set out in the Explanatory Notes, be approved, up to a maximum number of Shares that is equal to Mr Lopes' accrued and prospective salary for the Approval Period divided by the Relevant VWAP; with Mr Lopes' salary being reduced by the dollar value of each such grant."

(c) "**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of rights to acquire Shares to Mr Thomas Bogan (being a Director of the Company, or his nominee) under the ESP and as set out in the Explanatory Notes, be approved, up to a maximum number of Shares that is equal to Mr Bogan's accrued and prospective salary for the Approval Period divided by the Relevant VWAP; with Mr Bogan's salary being reduced by the dollar value of each such grant."

(d) "**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of rights to acquire Shares to Ms Michelle Guthrie (being a Director of the Company, or her nominee) under the ESP and as set out in the Explanatory Notes, be approved, up to a maximum number of Shares that is equal to Ms Guthrie's accrued and prospective salary for the Approval Period divided by the Relevant VWAP; with Ms Guthrie's salary being reduced by the dollar value of each such grant."

(e) "**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of rights to acquire Shares to Mr Shaun Holthouse (being a Director of the Company, or his nominee) under the ESP and as set out in the Explanatory Notes, be approved, up to a maximum number of Shares that is equal to Mr Holthouse's accrued and prospective salary for the Approval Period divided by the Relevant VWAP; with Mr Holthouse's salary being reduced by the dollar value of each such grant."

(f) "**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of rights to acquire Shares to Mr James Orlando (being a Director of the Company, or his nominee) under the ESP and as set out in the Explanatory Notes, be approved, up to a maximum number of Shares that is equal to Mr Orlando's accrued

NOTICE OF ANNUAL GENERAL MEETING

For personal use only

and prospective salary for the Approval Period divided by the Relevant VWAP; with Mr Orlando's salary being reduced by the dollar value of each such grant."

(g) "**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of rights to acquire Shares to Mr Igor van de Griendt (being a Director of the Company, or his nominee) under the ESP and as set out in the Explanatory Notes, be approved, up to a maximum number of Shares that is equal to Mr van de Griendt's accrued and prospective salary for the Approval Period divided by the Relevant VWAP; with Mr van de Griendt's salary being reduced by the dollar value of each such grant."

(h) "**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of rights to acquire Shares to each person who is appointed as a new Director of the Company during the Approval Period (each being, a **New Director**) (or their nominee) under the ESP and as set out in the Explanatory Notes, be approved, up to a maximum number of Shares that is equal to that New Director's accrued and prospective salary for the period from their commencement as Director to the expiry of the Approval Period divided by the Relevant VWAP; with that New Director's salary being reduced by the dollar value of each such grant."

Items 7(a), (b), (c), (d), (e), (f), (g), and (h) will be voted on as separate ordinary resolutions.

8. Grant of STIs and LTIs 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 short-term incentives and long-term incentives for the FY25 service year to Mr Will Lopes (being the Company's Chief Executive Officer and Managing Director, or his nominee) under the ESP (the **FY25 Incentives**) and the issue of Shares (or the transfer of Shares purchased on-market) to Mr Lopes (or his nominee) on the exercise, conversion, or satisfaction (together, **Conversion**) of the FY25 Incentives, and on the Conversion of any options, rights or other securities issued to Mr Lopes under the ESP prior to him becoming a Director of the Company, as set out in the Explanatory Notes, be approved."

9. 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."

By order of the Board

Jonathan Garland
Company Secretary
June 5, 2024

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 investorcentre.linkmarketservices.com.au; or
  - by any of the following means:

    by mail: Catapult Group International Ltd, C/- Link Market Services 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:
  - by attending the AGM virtually and voting at meetings.linkgroup.com/CAT24;
  - 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, Link Market Services, 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 4, 2024.

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.

For personal use only

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

Under 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 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 4, 2024 (the **Proxy Deadline**):

- **by mail:** Catapult Group International Ltd, C/- Link Market Services 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);
- **by facsimile:** +61 2 9287 0309; or
- **online:** at investorcentre.linkmarketservices.com.au.

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/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235).

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 complete and submit a formal notice of Appointment of Corporate Representative signed by the corporation, and this must be received at vote@linkmarketservices.com.au 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 investorcentre.linkmarketservices.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 the AGM.

For personal use only

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 of 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 30, 2024:
  - **online:** by logging into the online proxy voting site at investorcentre.linkmarketservices.com.au, 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/- Link Market Services 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 Link Virtual Meeting Platform; or
  - **by telephone:** by telephoning 1800 957 036 or +61 2 8016 6128 (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, Link Market Services, on +61 1800 554 474 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, 2024, 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.

For personal use only

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

Item 4 (Ratification of Prior Issue of the First Sub-Tranche of the Second Tranche of the Earn Out Shares to the SBG 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 SBG 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 (Approval of Issue of the Second, Third, Fourth and Fifth Sub-Tranches of the Second Tranche of Earn Out Shares to the SBG Vendors)

The Company will disregard any votes cast in favor of Item 5 by or on behalf of a person who is a SBG Vendor and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associates of that person or those persons.

However, this does not apply to 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.

Item 6 (Ratification of Prior Issue of Securities under the Company's Employee Share Plan)

The Company will disregard any votes cast in favor of Item 6 by or on behalf of a person who is eligible to participate in the Employee Share Plan (which, for the avoidance of doubt, includes the Directors of the Company), or any associates of those persons. 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.

For personal use only

EXPLANATORY NOTES: VOTING, PROXIES AND QUESTIONS

Item 7 (Amendments to the Director Salary Sacrifice Offers)

For each of Items 7(a) to (h), the Company will disregard any votes cast in favor of that Item by or on behalf of any Directors of the Company or any of their associates.

However, the Company need not disregard a vote cast in favor of Items 7(a) to (h) 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, for each of Items 7(a) to (h), 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 8 (Grant of STIs and LTIs to Chief Executive Officer and Managing Director)

The Company will disregard any votes cast in favor of Item 8 by or on behalf of Mr Lopes or any of his associates. However, the Company need not disregard a vote cast in favor of Item 8 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.

For personal use only

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 Mr Thomas Bogan and Mr James Orlando was last re-elected as a Director of the Company at the Company's Annual General Meeting held on August 20, 2021 and has served as a Director of the Company since that date. Accordingly, each of Mr Bogan and Mr Orlando shall retire and offers himself for re-election at the AGM.

Board recommendation

The Board (with the relevant Director seeking re-election abstaining) recommends Shareholders vote ***in favor*** of the re-election of each of Mr Bogan and Mr Orlando.

Profiles of Mr Bogan and Mr Orlando are as follows:

MR THOMAS F. BOGAN

BSBA

Independent Non-Executive Director

Appointed April 1, 2021

Chair of SaaS Scaling Committee

Mr Thomas Bogan currently serves as a director of several software companies. Until January 2022 Thomas served as Vice Chairman of Workday, a leading provider of enterprise cloud applications for finance and human resources with an annual revenue of over $6 billion for its most recently completed fiscal year.

Thomas joined Workday in 2018 following its US$1.5bn acquisition of Adaptive Insights, where he served as CEO. He was also a board member of several public and private software companies including Chairman of Citrix Systems (Nasdaq: CTXS). He was also Chairman of Nasdaq-listed Apptio until its approximate US$2bn acquisition by Vista Equity Partners in 2019.

Previously, Thomas spent more than five years as a partner at high-profile venture capital fund Greylock Partners, where he focused on enterprise software investments. He also served as president and COO at Rational Software until it was acquired by IBM for US$2.1bn in 2003, as well as CEO at Avatar Technologies and Pacific Data.

As Chairman of the SaaS Scaling Committee, Thomas supports the board and management with growth-oriented SaaS-model innovations.

Tom is currently a Director of Workday, Inc. (since February 2022) and Aspen Technology, Inc. (since May 2022).

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

MR JAMES ORLANDO

BSc, MBA, GAICD

Independent Non-Executive Director (previously interim Chief Financial Officer (CFO) from March 25, 2019, until January 28, 2020)

Appointed October 24, 2016

Chair of Audit and Risk Committee

Member of Nomination and Remuneration Committee

Mr James Orlando has held senior finance positions driving growth and shareholder value in the United States, Asia and Australia. Most recently he was the CFO of Veda Group Ltd (VED.ASX), leading the company through its successful IPO in December 2013.

Before joining Veda, James was the CFO of AAPT where he focused on improving the company's earnings as well as divesting its non-core consumer business.

He also served as the CFO of PowerTEL Ltd, an ASX- listed telecommunications service provider which was sold to Telecom New Zealand in 2007. James also held various international treasury positions at AT&T and Lucent Technologies in the US and Hong Kong including running Lucent's international project and export finance organization.

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 2024 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.

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 4 — RATIFICATION OF PRIOR ISSUE OF THE FIRST SUB-TRANCHE OF THE SECOND TRANCHE OF EARN OUT SHARES TO THE SBG VENDORS

Background

On July 1, 2021, Catapult completed the strategic acquisition (the **Acquisition**) of leading sports software video solutions provider, SBG Sports Software Limited (**SBG**). Pursuant to the share purchase agreement for the Acquisition (the **SPA**), Catapult acquired 100% of the issued share capital in SBG from the SBG vendors (the **SBG Vendors**) for a total price of $40-45 million, comprising $20 million in cash, $20 million in deferred Catapult shares (the **Deferred Shares**) and up to $5 million in Catapult shares which was subject to the achievement of agreed key performance indicators (the **Earn Out Shares**).

London-based SBG was founded in 2008 in collaboration with Mercedes F1 with the purpose of developing products that could capture large quantities of live data and video. SBG then transformed its learnings from F1 into leading global solutions for soccer and rugby, generating data visualizations that extract key information from multiple sources in real-time, with analytics and insights that assist coaches in rapidly breaking down factors driving team performance.

The Acquisition advanced Catapult's development of contextualizing performance data, significantly expanded Catapult's video offering (including feature sets, data capabilities, analytics and user experiences), thereby accelerating opportunities to cross-sell and scale, expanded Catapult's total addressable market opportunities in motorsports, soccer and rugby, and instantly placed Catapult in an industry-leading position for motorsports.

The Acquisition (alongside other investments to scale growth) was funded through a $35 million underwritten institutional placement (the **Placement**) and an $8.5 million non-underwritten share purchase plan (the **SPP**). In addition to the Placement, two Directors of Catapult subscribed for $1.35 million of shares, on the same terms as participants under the Placement.

Further information on the Placement, SPP and Acquisition is set out in the Company's announcements of June 23, 2021, June 24, 2021, and July 20, 2021.

Deferred Shares

The aggregate number of Deferred Shares owed to the SBG Vendors is 12,133,120. The Deferred Shares are split into five tranches and subject to voluntary escrow for a period of 12 months from the date of issuance as follows:

Tranche	Date required to be issued under the SPA	Shares issued	Date released from voluntary escrow
1	Jul 1, 2022	2,426,624	Jul 3, 2023
2	Oct 3, 2022	2,426,624	Oct 3, 2023
3	Jan 3, 2023	2,426,624	Jan 3, 2024
4	Apr 3, 2023	2,426,624	Apr 3, 2024
5	Jul 3, 2023	2,426,624	Jul 3, 2024

The First Tranche of the Deferred Shares was issued on July 1, 2022 and was ratified by Shareholders at the Company's 2022 AGM.

The Second, Third, Fourth and Fifth Tranches of the Deferred Shares were issued on October 3, 2022, following approval by Shareholders at the Company's 2022 AGM. It will be noted that the October 3, 2022 issue date for these Tranches was in advance of the required issue dates shown in the table above. This was necessary to comply with ASX Listing Rule 7.3.4, which requires securities subject to shareholder approval under ASX Listing Rule 7.1 to be issued no later than 3 months after the meeting approving the issue.

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

As noted in Catapult's SBG Acquisition presentation dated June 23, 2021, the Company sought a waiver from the ASX to permit the Company to issue shares to the SBG Vendors more than 3 months after the date of the Catapult general meeting that approved the issue of shares. Such a waiver would have enabled Shareholders to approve the issue of all of the Deferred Shares and Earn Out Shares at the Company's 2021 AGM. However, as the ASX did not agree to grant such a waiver, the Company adopted a solution that both meets ASX's requirements and maintains the necessary commercial parameters of the Acquisition. Accordingly, all the Second, Third, Fourth and Fifth Deferred Shares Tranches were issued within 3 months of the date of the 2022 AGM. However, those Deferred Shares were subject to a voluntary escrow immediately from their date of issue until the dates shown in the previous table.

Earn Out Shares

As part of the SPA, a contingent consideration component was agreed. Up to $5 million of Earn Out Shares (subject to a weighting percentage) will be issued, subject to the achievement of key performance indicators that are aligned to the performance metrics used for the Executive team's annual STI award.

The $5 million contingent consideration is split into two $2.5 million tranches of Earn Out Shares.

Each tranche is calculated by multiplying $2.5 million by a weighting percentage (as determined by the Catapult Board), which applies to the allocation of STIPs to the CEO of Catapult in respect of the FY23 and FY24 financial years (respectively) but removing any STIP metrics that apply only to the CEO and not to any other Catapult employee.

Each of the two tranches of Earn Out Shares is required to be issued in five equal sub-tranches evenly spaced over a year.

First Tranche of Earn Out Shares

The aggregate number of the First Tranche of Earn Out Shares owed to the SBG Vendors is 1,549,572. This First Tranche of Earn Out Shares is split into five sub-tranches and subject to voluntary escrow for a period of 12 months from the date of issuance as follows:

Sub-Tranche	Date issued / required to be issued under the SPA	Shares issued / to be issued	Date released from voluntary escrow
1	Jul 3, 2023	309,914	Jul 3, 2024
2	Oct 3, 2023	309,914	Oct 3, 2024
3	Jan 3, 2024	309,914	Jan 3, 2025
4	Apr 3, 2024	309,914	Apr 3, 2025
5	Jul 3, 2024	309,916	Jul 3, 2025

As a consequence of the requirements of ASX Listing Rule 7.3.4, and the ASX not agreeing to grant the waiver of that ASX Listing Rule, Catapult sought and obtained Shareholder approval to ratify the issue of the First Sub-Tranche of the First Tranche of the Earn Out Shares, and to issue the Second, Third, Fourth and Fifth Sub-Tranches of the First Tranche of the Earn Out Shares at its 2023 AGM.

Second Tranche of Earn Out Shares

The aggregate number of the Second Tranche of Earn Out Shares owed to the SBG Vendors is 2,316,670. No further conditions or milestones are required to be satisfied in order for all of the Second Tranche of Earn Out Shares to be

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

issued to the SBG Vendors. This Second Tranche of Earn Out Shares is split into five sub-tranches and subject to voluntary escrow for a period of 12 months from the date of issuance as follows:

Sub-Tranche	Date issued / required to be issued under the SPA	Shares issued / to be issued	Date released from voluntary escrow
1	Jul 3, 2024	463,334	Jul 3, 2025
2	Oct 3, 2024	463,334	Oct 3, 2025
3	Jan 3, 2025	463,334	Jan 5, 2026
4	Apr 3, 2025	463,334	Apr 3, 2026
5	Jul 3, 2025	463,334	Jul 3, 2026

As a consequence, again, of the requirements of ASX Listing Rule 7.3.4, and the ASX not agreeing to grant the waiver of that ASX Listing Rule, Catapult is seeking Shareholder approval for the issue of the Second Tranche of the Earn Out Shares at this AGM in the same manner as it did for the Deferred Shares and the First Tranche of the Earn Out Shares.

Accordingly, the First Sub-Tranche of the Second Tranche of Earn Out Shares, which was issued on July 3, 2024, is the subject of the resolution in this Item 4.

The Second, Third, Fourth and Fifth Sub-Tranches of the Second Tranche of Earn Out Shares, which remain to be issued, are the subject of the resolution in Item 5. Catapult will issue these Sub-Tranches on or before October 3, 2024, which is in advance of the required issue dates shown in the table above (as was the case for the Deferred Shares and the First Tranche Earn Out Shares).

The Second Tranche Earn Out Shares are, immediately from their date of issue, subject to voluntary escrow, with the escrow period expiring on the first anniversary of the required issue date. As noted above, this structure has been adopted to both meet ASX's requirements and maintains the necessary commercial parameters of the Acquisition.

ASX Listing Rule 7.1

In this Item 4, the Company seeks Shareholder approval to ratify the prior issue of the First Sub-Tranche of the Second Tranche of Earn Out Shares (the **Ratification Earn Out 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 Earn Out 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 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 Earn Out 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 Earn Out Shares for the purposes of Listing Rule 7.4.

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

If this resolution is passed, the issue of the Ratification Earn Out 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 Earn Out Shares.

If this resolution is not passed, the issue of the Ratification Earn Out 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 Earn Out Shares.

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 Earn Out Shares were issued to the SBG Vendors in accordance with the terms of the SPA as announced on June 23, 2021.

(b) The Ratification Earn Out Shares comprised 463,334 fully paid ordinary Shares in the Company.

(c) The Ratification Earn Out Shares were fully paid on issue and rank equally in all aspects with all existing fully paid ordinary Shares. As noted above, the Ratification Earn Out Shares are subject to voluntary escrow until July 3, 2025.

(d) The Ratification Earn Out Shares were issued on July 3, 2024.

(e) The Ratification Earn Out Shares were issued pursuant to the SPA and form part of the consideration given by Catapult to the SBG Vendors to acquire SBG.

(f) No funds were raised from the issue of the Ratification Earn Out Shares, as they were issued by Catapult as part of the consideration for the acquisition of SBG.

(g) A summary of the material terms of the SPA under which the Ratification Earn Out Shares were issued is set out in this section (g). The SPA was not subject to any conditions precedent. The only completion condition imposed on Catapult was the announcement by it of a proposed equity issuance by it to institutional investors to raise gross proceeds of at least $20 million (the **Equity Raise**), closing of the Equity Raise having occurred, and Catapult having received gross proceeds from the Equity Raise in an amount equal to not less than $20 million.

Various warranties were given by the SBG Vendors in favor of Catapult under the SPA, and a small number of warranties were given in return. The SBG Vendor warranties concern a range of matters such as corporate capacity, the business and assets, financial matters, IP and IT, pensions, and taxation. The SBG Vendors disclosed certain matters against those warranties.

There are various limitations on claims that Catapult may make against the SBG Vendors. The key limitations are a maximum aggregate liability of 100% of the consideration for a breach by any SBG Vendor of a fundamental warranty; and 50% of the paid consideration for a breach by a primary SBG Vendor in respect of any business warranties. There are also various limitations in relation to the minimum amount of a claim under which the Company is not entitled to recovery (such as $10,000 for a business warranty breach), and an aggregate value required prior to bringing a claim (being $50,000 for a business warranty breach).

The primary SBG Vendors agreed to a restraint for a period of 2 years following Completion (which occurred on July 1, 2021), under which they could not compete with the SBG business, as provided for in the SPA. Further, they were also prohibited from approaching employees, customers and suppliers of the business in certain circumstances. Each of these restrictions is relatively common for transactions of this nature.

If Catapult shareholder approval is not received for the issue of the Ratification Earn Out Shares, then damages may be payable by Catapult to the SBG Vendors. Further information on the Acquisition and the terms of the SPA is set out in the Company's announcements of June 23, 2021.

Directors' recommendation

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

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 5 — APPROVAL OF ISSUE OF THE SECOND, THIRD, FOURTH AND FIFTH SUB-TRANCHES OF THE SECOND TRANCHE OF EARN OUT SHARES TO THE SBG VENDORS

Background

In this Item 5, the Company seeks Shareholder approval to issue the Second, Third, Fourth and Fifth Sub-Tranches of the Second Tranche of Earn Out Shares pursuant to Listing Rule 7.1 (the **New Earn Out Shares**). The background to this Item is set out in the 'Background' section of Item 4 above.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the 'Listing Rule 7.1' section of Item 4 above. Exception 17 to Listing Rule 7.2 provides that an agreement entered into by a company to issue securities that is conditional on shareholder approval under Listing Rule 7.1, does not reduce that company's 15% equity capacity. If a company relies on that exception, then it must not issue the securities without shareholder approval.

The SPA provides that the issue of the New Earn Out Shares is conditional on Shareholder approval. Accordingly, Catapult's entry into the SPA did not reduce the Company's capacity to issue additional equity securities. In order to issue the New Earn Out Shares, Catapult is required to seek shareholder approval under Listing Rule 7.1 prior to their issue. There are no further exceptions to Listing Rule 7.1 which apply. Accordingly, this Item 5 seeks Shareholder approval to approve the issue of the New Earn Out Shares for the purposes of Listing Rule 7.1.

If this resolution is passed, the Company will be able to proceed with the issue of the New Earn Out Shares. Further, the issue of the New Earn Out 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 New Earn Out Shares.

If this resolution is not passed, the Company will not be able to proceed with the issue of the New Earn Out Shares. In these circumstances, the Company would be required to renegotiate the SPA with the SBG Vendors. In the absence of such agreement, damages may be payable by Catapult to the SBG Vendors.

Information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

(a) The New Earn Out Shares will be issued to the SBG Vendors in accordance with the terms of the SPA, as announced on July 23, 2021.

(b) The New Earn Out Shares will comprise 1,853,336 fully paid ordinary Shares in the Company.

(c) The New Earn Out Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary Shares. As noted above, the New Earn Out Shares will be subject to voluntary escrow for the periods noted in the table in the 'Earn Out Shares' section of Item 4 above.

(d) The New Earn Out Shares are expected to be issued on or about October 3, 2024, and in any event, will be issued no later than 3 months after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules), and it is intended that the issue of all the New Earn Out Shares will occur on the same date.

(e) The New Earn Out Shares will be issued pursuant to the SPA and form part of the consideration given by Catapult to the SBG Vendors to acquire SBG.

(f) No funds will be raised from the issue of the New Earn Out Shares, as they will be issued by Catapult as part of the consideration for the acquisition of SBG.

(g) A summary of the material terms of the SPA is set out in the 'Background' and 'Information required by ASX Listing Rule 7.5' (paragraph (g)) sections of Item 4 above.

(h) The New Earn Out Shares are not being issued under, or to fund, a reverse takeover.

Directors' recommendation

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

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 6 — 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 2023 AGM but before the date of this Notice, issued 8,941,698 Securities under the Company's ESP (excluding issues pursuant to the Director Salary Sacrifice Offers, which were separately approved by Shareholders at the Company's 2021 and 2022 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 7,500,000 fully paid ordinary Shares on March 27, 2024 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 1,441,698 Securities relating to short and long-term incentives in the FY24 service year (the **FY24 Incentives**); and
- shall, in July 2024 (being after the date of this Notice but prior to the date of the 2024 AGM) grant 9,278,050 Securities (being short and long-term incentives for the FY25 service year) to ESP participants under the Company's ESP (the **FY25 Incentives**). The FY25 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 18,219,748 Securities (being the sum of the 7,500,000 ESP Trustee Shares, the 1,441,698 FY24 Incentives, and the 9,278,050 FY25 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 428 ESP-eligible Catapult employee participants. No Ratification Securities were issued to Directors of the Company (including the CEO and Managing Director).

(b) The total number of Ratification Securities issued was 18,219,748, comprising the 7,500,000 ESP Trustee Shares, the 1,441,698 FY24 Incentives, and the 9,278,050 FY25 Incentives. Of the FY24 Incentives, 946,035

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

Securities relate to short-term incentives in the FY24 service year (the **FY24 STIs**), and 495,663 Securities relate to long-term incentives in the FY24 service year (the **FY24 LTIs**). Of the FY25 Incentives, 7,179,960 Securities relate to short-term incentives in the FY25 service year (the **FY25 STIs**), and 2,098,090 Securities relate to long-term incentives in the FY25 service year (the **FY25 LTIs**).

(c) The number of STI rights and LTI rights granted to an eligible Catapult employee 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 STI right and LTI 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 both STI rights and LTI rights, while others will only be eligible for STI rights.

The vesting dates for the rights are, for the FY24 STIs: October 1, 2023, June 30, 2024, September 30, 2024 and December 31, 2024; for the FY24 LTIs: June 30, 2026 and December 31, 2026; for the FY25 STIs: June 30, 2025; and for the FY25 LTIs: June 30, 2026.

(d) The issue date was, for the ESP Trustee Shares: March 27, 2024; for the FY24 STIs: October 2023, January 2024, and April 2024; for the FY24 LTIs: October 2023, and January 2024; and for the FY25 Incentives: July 2024.

(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$1.229 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 FY25 Incentives granted under Catapult's ESP, is greater than 9,278,050, 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 2025 AGM for the proposed FY26 issue in June/July 2025 of STI rights and LTI rights.

Directors' 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, Items 7 and 8 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.

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 7 – DIRECTOR SALARY SACRIFICE

Background

In Items 7(a), (b), (c), (d), (e), (f), (g), and (h) (the **Salary Sacrifice Items**), the Company is seeking approval under ASX Listing Rule 10.14, and for all other purposes, for the proposed issue of rights (the **Rights**) and Shares under the Company's existing Employee Share Plan (the **ESP**) to existing and new Directors of the Company by way of salary sacrifice (the **Salary Sacrifice Offer**).

The Salary Sacrifice Offer is a refresh of the previous Salary Sacrifice Offer, which was approved by Shareholders at the Company's 2021 AGM, and which expires on August 20, 2024. The previous Salary Sacrifice Offer expires as a consequence of ASX Listing Rule 10.15.7, which provides that a company cannot issue securities later than 3 years after the date of the shareholder approval meeting.

The Salary Sacrifice Offer is designed to encourage Directors to build their Shareholdings in the Company. It is not intended to be used for the purposes of providing Directors with additional remuneration.

Participation in the Salary Sacrifice Offer by a Director in respect of their annual base fees is voluntary. However, the Board has determined that fees paid to Directors in their role as Chairman of a Board Committee will be satisfied by the issue of Rights. Therefore participation in the Salary Sacrifice Offer by a Director for Chairman Committee fees will be mandatory. The current fee payable for the Chairmen of the SaaS Scaling Committee, Audit & Risk Committee and the Nomination & Remuneration Committee is A$100,000, $40,000, and A$20,000, respectively.

The material terms of the Salary Sacrifice Offer are set out below.

Eligibility	The Directors specified in the Salary Sacrifice Items
Amount sacrificed	***Voluntary Component*** Directors may, at their election, sacrifice up to a maximum of 100% of their total pre-tax base annual fees (inclusive of superannuation). There is no minimum amount that a Director must sacrifice in respect of the voluntary component. Directors may only sacrifice fees in relation to "prospective" fees. ***Mandatory Component*** Directors must sacrifice 100% of their pre-tax Chairman Committee fees (inclusive of superannuation).
Number of Rights to be granted	The maximum number of Rights that may be acquired by Directors in the next three years cannot be calculated as it depends on: • the amount chosen to be sacrificed by a Director; • the amount of a Director's remuneration from time to time; • whether a Director is a Chairman of a Board Committee; and • the Share price at the time when Rights are granted.
Calculation of the number of Rights	The number of Rights to be granted will be calculated by reference to a price (the **Reference Price**), determined for each period of July 1 to June 30 (each being a **Salary Sacrifice Year**) as the volume weighted average price (calculated to four decimal places) of the Company's ordinary Shares listed on the ASX excluding any special crossings trades (the **VWAP**) over the 30 trading days prior to April 1 (being the month of April occurring prior to the commencement of that Salary Sacrifice Year).

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

Opting in and out	Each Director may opt-in, or opt-out of the Voluntary Component of the Salary Sacrifice Offer in accordance with the terms of the Salary Sacrifice Offer (such opt-in period being, the Opt-in Period). The Opt-in Period for newly appointed Directors may occur at a different time to those for existing Directors. The Opt-in Period specified in a Salary Sacrifice Offer must expire no later than: (i) 60 days after the commencement of the Salary Sacrifice Year; and (ii) for newly appointed Directors, 90 days after their commencing office.
Timing of grants of Rights	The timing of the grant of Rights is, for each Salary Sacrifice Year, following the closing of the Opt-in Period for each Director or, where the grant of Rights to a Director is subject to receipt of shareholder approval, the date of the Company's general meeting which approves the grant of the Rights to that Director.
Structure of Rights	The structure of the Rights is, for each Salary Sacrifice Year, as follows: • Rights have a 12-month vesting period (i.e., will vest at the end of the 12-month contribution period) subject to meeting the Service Condition; and • Rights convert automatically to restricted or unrestricted Securities (per the Director's election) at the vesting date.
Restriction period on Shares	Shares allocated on vesting of Rights will be subject to trading restrictions on dealing. The restriction period will be until the earlier of: • the restriction period nominated by the Director (which may be up to 15 years from the grant date for the Rights); or • the date the participant ceases to hold office as a Director.
Exceptions to trading restrictions	The Board may exercise its discretion to release all or part of the restricted Shares on a case-by-case basis in exceptional circumstances (for example, demonstrated financial or personal hardship or other extenuating circumstances).
Retirement and cessation of employment	If a Director ceases office, then unvested Rights vest (pro-rated for time up to the date of cessation of office) and are automatically exercised on the date of cessation. The Board has discretion to determine that some, or all, of that ceasing Director's Catapult securities are deemed to have been validly exercised, are exercisable for a prescribed period (if applicable), and/or are no longer subject to some applicable restrictions.
Dividends, capital returns and voting rights	Rights do not carry dividend or voting entitlements. However, as Shares issued or transferred on the vesting of the Rights have been 'earned', participants will be immediately entitled to any dividends and capital returns paid on the Shares and to exercise voting rights attached to any Shares allocated.

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.

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

If Shareholder approval is received for a Salary Sacrifice Item under Listing Rule 10.14, further approval is not required (and will not be sought) under ASX Listing Rule 7.1 for the issue of the Shares in satisfaction of the Rights. If Shareholder approval is not received for a Salary Sacrifice Item, then the relevant Director will not be permitted to participate in the Salary Sacrifice Offer. Further, if that Director was to be issued Rights for their role as Chairman of a Board Committee, then the Company will be required to pay a cash amount to that Director to satisfy that requirement.

Chapter 2E Corporations Act

Chapter 2E

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 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 the Director who is the subject of the relevant Salary Sacrifice Item abstaining) carefully considered the proposed grant of Rights and Shares to Directors under each of the Salary Sacrifice Items 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.

information required by ASX Listing Rule 10.15

The following information in relation to the issue of the Rights and Shares under the Salary Sacrifice Items is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

(a) Listing Rule 10.15.11 states that the notice of meeting must include a statement to the effect that any additional persons who become entitled to participate in the employee incentive scheme after the resolution is approved and who are not named in the notice of meeting will not participate until approval is obtained under Listing Rule 10.14. The Company has applied for, and the ASX has granted, a waiver to Listing Rule 10.15.11 to the extent necessary to permit this Notice of Meeting, in relation to Item 7(h), to state effectively that new Directors of the Company may participate in the Salary Sacrifice Offer without naming them.

As of the date of this Notice, the names of all people who are entitled to participate in the Salary Sacrifice Offer are each of Dr Shiffman, Mr Lopes, Mr Bogan, Ms Guthrie, Mr Holthouse, Mr Orlando and Mr van de Griendt, being all of the Directors of the Company and, to the extent permitted by the ESP and Salary Sacrifice Offer, their nominees.

(b) Each of the Directors are directors of the Company and therefore fall within the category in Listing Rule 10.14.1.

(c) The number of Rights and Shares to be issued under the Salary Sacrifice Items cannot be calculated as it depends on numerous variables. See the item "Number of Rights to be granted" in the table on page 20.

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

For illustrative purposes only, if the following assumptions were made:

- each applicable Director sacrificed 100% of their Directors' base and Chairman Committee from August 21, 2024 to August 6, 2027;
- the Directors' base and Chairman Committee fees remained the same; and
- each relevant VWAP was A$2.0000,

then 976,250 Rights, convertible into that number of Shares, in aggregate for the voluntary and mandatory components of the Salary Sacrifice Offer would be issued.

(d) The details of each Director's current remuneration package (except for those of Mr Lopes, which is set out in Item 8) is as set out below and as set out in the Remuneration Report included in the Company's 2024 Annual Report released on June 28, 2024:

- Dr Shiffman receives fees of A$300,000 p.a. and has a target STI (before adjustments for Company performance) of A$200,000 p.a.;
- each of Mr Bogan, Ms Guthrie, Mr Holthouse, Mr Orlando and Mr van de Griendt receive Directors' base fees of A$100,000 p.a.;
- Mr Bogan receives A$100,000 p.a. (to be granted as Rights under the Salary Sacrifice Offer) in his role as Chairman of the SaaS Scaling Committee;
- Mr Orlando receives A$40,000 p.a. (to be granted as Rights under the Salary Sacrifice Offer) in his role as Chairman of the Audit & Risk Committee; and
- Ms Guthrie receives A$20,000 p.a. (to be granted as Rights under the Salary Sacrifice Offer) in her role as Chairman of the Nomination & Remuneration Committee.

(e) The number of securities that have previously been issued to a Director under the ESP and their average acquisition price (except for those of Mr Lopes, which is set out in Item 8) is as follows:

Name	Security type	Acquisition Price (US$)	Exercise Price (A$)	Units Allocated	Units Outstanding
Adir Shiffman	Options	Nil	4.28	100,000	Nil
Adir Shiffman	Options	Nil	4.84	200,000	Nil
Thomas Bogan	Salary Sacrifice	372,125	Nil	532,878	289,981
Michelle Guthrie	Salary Sacrifice	90,249	Nil	91,260	28,998
Shaun Holthouse	Options	Nil	4.28	100,000	Nil
Shaun Holthouse	Options	Nil	4.84	200,000	Nil
James Orlando	Options	Nil	0.78	611,112	Nil
James Orlando	Rights	Nil	0.00	154,412	
James Orlando	Salary Sacrifice	99,296	Nil	150,906	101,493
Igor Van De Griendt	Options	Nil	4.28	100,000	Nil
Igor Van De Griendt	Options	Nil	4.84	200,000	Nil
Igor Van De Griendt	Salary Sacrifice	49,817	Nil	96,660	96,660

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

(f) A summary of the material terms of the Rights is set out in the table on page 20. The Company received external advice on structuring the original Salary Sacrifice Offer. It has formed the view that utilizing Rights would be in the best interests of the Company's Directors and, therefore, the Company. The Company has chosen to grant the Rights to the Directors on the basis that:

- the Rights are unlisted and, therefore, will have no immediate dilutionary impact on Shareholders;
- the issue of Rights to the Directors will further align their interests with those of Shareholders; and
- the issue of Rights is a reasonable and appropriate method to provide cost-effective remuneration to the Directors.

The value of each Right is, for each Salary Sacrifice Year, determined by the VWAP of the Shares traded on the ASX over the 30 trading days prior to April 1.

(g) If a Salary Sacrifice Item is passed, the Company intends to issue the Rights and Shares to the relevant Director at the times set out in the table on page 20 and, in any event, will issue them no later than August 6, 2027 (being 3 years after the date of the AGM) unless Shareholder approval is refreshed.

(h) The price at which the Rights and Shares will be issued is set out in item "Calculation of the number of rights to be granted" in the table on page 20.

(i) A summary of the material terms of the Salary Sacrifice Offer is set out in the table on page 20. The ESP is available at: catapult.com/investor/corporate-governance.

(j) No loans will be provided to acquire any Rights or Shares under the Salary Sacrifice Offer.

(k) Details of any securities issued to Directors under the Salary Sacrifice Offer 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.

If approval is given by Shareholders under Listing Rule 10.14, any securities issued to a Director 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.

Directors' recommendation

The Directors have an interest in the outcome of Items 7(a) to (h) and therefore decline to make a recommendation in relation to Items 7(a) to (h). As noted in the Proxy Form, the Chairman of the AGM intends to cast all undirected proxies ***in favor*** of this resolution.

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

ITEM 8 – GRANT OF STIs AND LTIs TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

As Mr Lopes was appointed Managing Director of Catapult on September 18, 2023, 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**). Such shareholder approval is also required for the Company to issue shares to Mr Lopes on conversion of rights and other convertible securities issued to him under the ESP prior to his becoming Managing Director. A summary of ASX Listing Rule 10.14 is set out in Item 7 above.

Catapult is therefore seeking approval from Shareholders both:

- to grant Mr Lopes (or his nominee) short-term incentives and long-term incentives for the FY25 service year (respectively, the **FY25 STIs** and **FY25 LTIs** and, together, the **FY25 Incentives**); and
- to issue Shares (or transfer Shares purchased on-market) to Mr Lopes (or his nominee) on the exercise, conversion, or satisfaction (together, **Conversion**) of the FY25 Incentives, and on the Conversion of any options, rights or other securities issued to Mr Lopes under the ESP prior to him becoming a Director of the Company (the **CEO Incentives**).

Short Term Incentive (STI) - FY25

Catapult is seeking shareholder approval to grant Mr Lopes the FY25 STIs on the following basis:

Key Term	Description
Number of STI awards	565,890
Calculation methodology	The number of STI awards was calculated by multiplying the value of the STI award (US$557,700) by an USD/AUD exchange rate, and dividing this amount by an allocation price (A$1.4932). The value of the STI award was determined by the Board (with Mr Lopes abstaining) based on an assessment of the Company Scorecard and Mr Lopes' FY24 Performance Rating. The Company Scorecard outcome was then multiplied by a percentage based on Mr Lopes' individual performance, to determine the value of Mr Lopes' STI award. The performance period for both metrics was April 1, 2023 to March 31, 2024. The Company Scorecard included an ACV growth metric target (25% weighting), an EBITDA margin target (25% weighting), and a Free Cash Flow target (50% weighting). The STI performance measures chosen reflected the core drivers of short-term performance and also provided a framework for delivering sustainable value to the Group, its Shareholders and customers. Non-financial measures included alignment to Company values and reviewing behaviours against these values, together with Mr Lopes' individual performance goals and objectives, with a rating applied to each. The allocation price was determined based on the 30-day VWAP as of April 1, 2024 (A$1.3273) and adding a 12.5% CAGR for the period April 1, 2024 to April 1, 2025.
Exercise price	Nil
Vesting	The STIs will vest on June 30, 2025. On the vesting date, each STI will entitle Mr Lopes to receive one Share. Before vesting, the STIs do not carry entitlements to ordinary dividends or other shareholder rights. The Board has discretion to settle STIs in cash. Any STIs 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.
Clawback	STI awards are subject to a Clawback and Malus policy.

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

Long Term Incentive (LTI) – FY25

Catapult is seeking shareholder approval to grant Mr Lopes the FY25 LTIs on the following basis:

Key Term	Description
Number of LTI awards	503,130
Calculation methodology	The number of LTI awards was calculated by multiplying the value of the LTI award (US$715,000) by an USD/AUD exchange rate, and dividing this amount by an allocation price (A$2.1532). The value of the LTI award was determined by the Board (with Mr Lopes abstaining) based on an assessment of the Company Scorecard and Mr Lopes' FY24 Performance Rating. The Company Scorecard outcome was then multiplied by a percentage based on Mr Lopes' individual performance, to determine the value of Mr Lopes' LTI award. The performance period for both metrics was April 1, 2023 to March 31, 2024. The Company Scorecard included an ACV growth metric target (25% weighting), an EBITDA margin target (25% weighting), and a Free Cash Flow target (50% weighting). The LTI performance measures chosen reflected the core drivers of short-term performance and also provided a framework for delivering sustainable value to the Group, its Shareholders and customers. Non-financial measures included alignment to Company values and reviewing behaviours against these values, together with Mr Lopes' individual performance goals and objectives, with a rating applied to each. The allocation price was determined based on the 30-day VWAP as of April 1, 2024 (A$1.3273) and adding a 17.5% CAGR for the period April 1, 2024 to April 1, 2027.
Exercise price	Nil
Vesting	The LTIs will vest on June 30, 2027. On the vesting date, each LTI will entitle Mr Lopes to receive one Share. Before vesting, the LTIs do not carry entitlements to ordinary dividends or other shareholder rights. The Board has discretion to settle LTIs in cash. Any LTIs 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.
Clawback	LTI awards are subject to a Clawback and Malus policy.

CEO Incentives

The number and terms of the CEO Incentives, being the options, rights or other securities issued to Mr Lopes under the ESP prior to him becoming a Director of the Company, that are outstanding as at the date of this Notice are set out in the table below.

Award Type	Grant Date	Vest Date	Expire Date	Issue Consideration	Exercise Price	No. Granted	No. Outstanding
FY24 STI	1 Jul 23	30 Jun 24	30 Jun 25	Nil	Nil	544,020	544,020
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

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

If Shareholder approval is obtained, the grant of the FY25 STIs and FY25 LTIs, and the issue of Shares on exercise or conversion of the CEO Incentives, to Mr Lopes will occur following the AGM and, in any event, prior to August 6, 2027. If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Lopes.

Details of any securities issued under the ESP will be published in the Company's annual report for FY25, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

ITEM 9 – 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 December 18, 2014 and were renewed at the Company's 2020 AGM.

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 August 6, 2027.

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 June 25, 2024, 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.

For personal use only

EXPLANATORY NOTES: ITEMS OF BUSINESS

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 favor*** of the resolution.

For personal use only

For personal use only

CATAPULT

UNLEASH POTENTIAL

LINKGroup

Virtual Meeting Online Guide

For personal use only

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
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

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

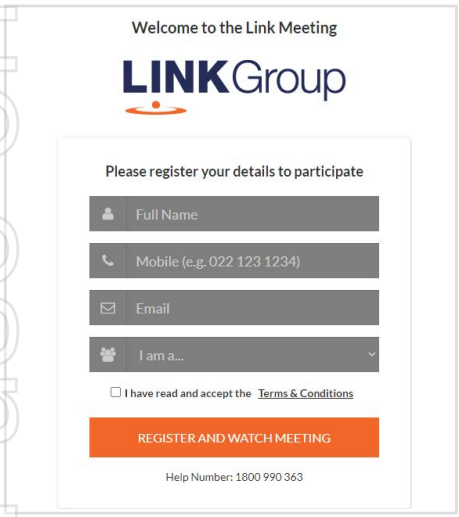
Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Corporate Markets

Virtual Meeting Online Guide

For personal use only



Step 1

Open your web browser and go to https://meetings.linkgroup.com/CAT24

Step 2

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

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

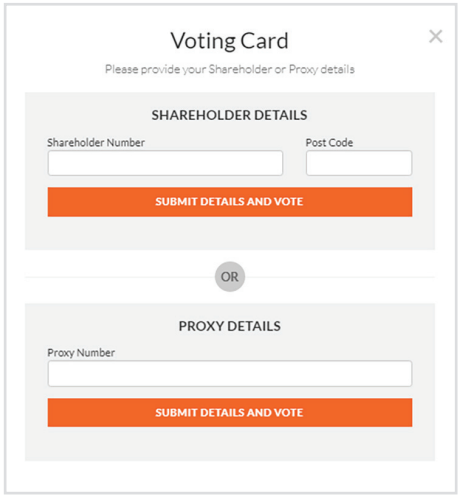
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during 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.

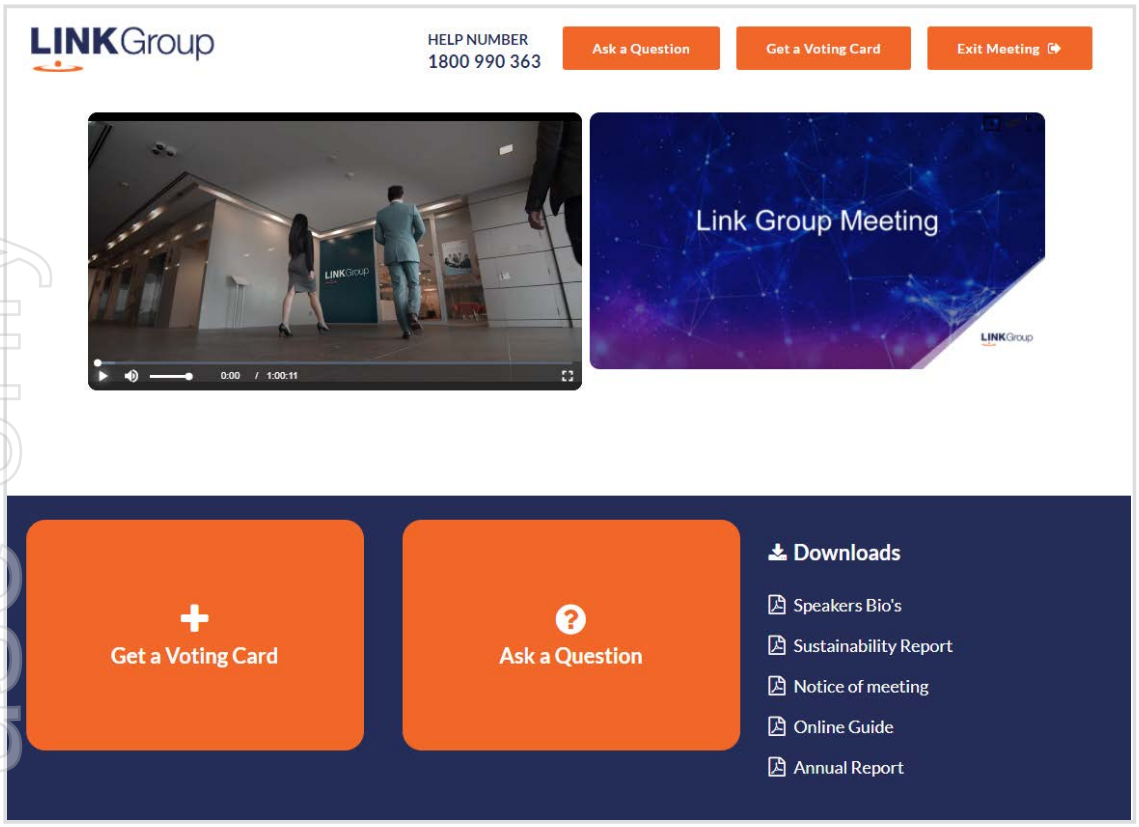


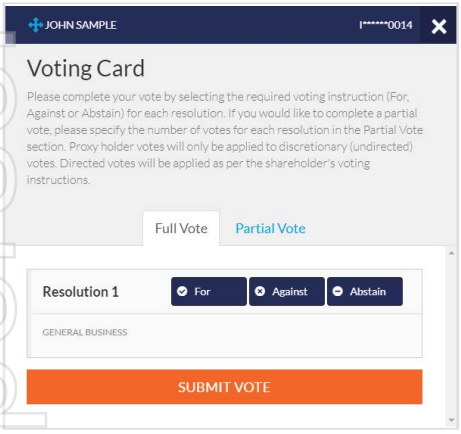
If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link 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 securityholders 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.

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

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

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

For personal use only

Virtual Meeting Online Guide *continued*

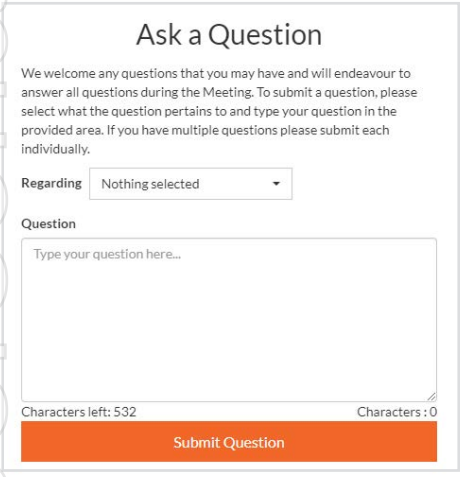
For personal use only

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number 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 then pop up with two sections for completion.



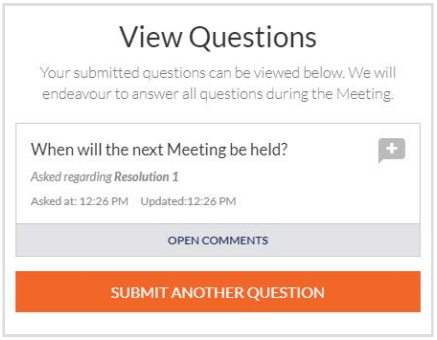
In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

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 that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



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 of the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

a) Land line or mobile phone

b) The name and securityholder number of your holding/s

c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: 1800 497 114 (from Australia) or +61 2 9189 1123 (from Overseas)

Step 2

You will be greeted with a welcome message and provided with 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 provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you 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 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 or comments on each item of business, **press *1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing *2** on your keypad.

Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to

For personal use only

Contact us

Australia
T +61 1800 990 363
E info@linkmarketservices.com.au

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

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:

STEP 1

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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 6, 2024 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.linkgroup.com/CAT24** (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, 6, 7(a) to (h), or 8, I/we expressly authorize the Chairman of the Meeting to exercise my/our proxy in respect of these Items even though Items 3, 6, 7(a) to (h), and 8 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, 6, 7(a) to (h), and 8, that 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.

STEP 2

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

		For	Against	Abstain*
2a	Re-election of Directors - Mr Thomas Bogan	☐	☐	
2b	Re-election of Directors - Mr James Orlando	☐	☐	
3	Remuneration Report	☐	☐	☐
4	Ratification of Prior Issue of the First Sub-Tranche of the Second Tranche of the Earn Out Shares to the SBG Vendors	☐	☐	☐
5	Approval of Issue of the Second, Third, Fourth and Fifth Sub-Tranches of the Second Tranche of the Earn Out Shares to the SBG Vendors	☐	☐	☐
6	Ratification of Prior Issue of Securities under the Company's Employee Share Plan	☐	☐	☐
7a	Director Salary Sacrifice - Dr Adir Shiffman	☐	☐	☐
7b	Director Salary Sacrifice - Mr Will Lopes	☐	☐	☐
7c	Director Salary Sacrifice - Mr Thomas Bogan	☐	☐	☐
7d	Director Salary Sacrifice - Ms Michelle Guthrie	☐	☐	☐
7e	Director Salary Sacrifice - Mr Shaun Holthouse	☐	☐	☐
7f	Director Salary Sacrifice - Mr James Orlando	☐	☐	☐
7g	Director Salary Sacrifice - Mr Igor van de Griendt	☐	☐	☐
7h	Director Salary Sacrifice - New Director	☐	☐	☐
8	Grant of STIs and LTIs to Chief Executive Officer and Managing Director	☐	☐	☐
9	Renewal of proportional takeover provisions in the Constitution	☐	☐	☐

ⓘ * 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.

STEP 3

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).

For personal use only

SAMPLE

CATAPULT

ABN 53 164 301 197

LODGE YOUR VOTE

ONLINE
https://investorcentre.linkgroup.com

BY MAIL
Catapult Group International Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND*
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

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

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

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 above by **10:00am (Melbourne time) on Sunday, August 4, 2024,** 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://investorcentre.linkgroup.com

Login to the Link website using the holding details as shown on the 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 proxy by scanning the QR code adjacent or enter the voting link **https://investorcentre.linkgroup.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

QR Code

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 Items 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

For personal use only
SAMPLE