



10 May 2019
ASX Market Release

Appendix 3Y and 3B for Mr. Jim Orlando, Interim CFO

Catapult Group International Limited (ASX:CAT, 'Catapult' or the 'Group') provides the attached appendix 3Y and appendix 3B for release to the market. These set out details of options issued to Mr Jim Orlando in accordance with the terms of his appointment as Interim Chief Financial Officer (CFO), which commenced on 25 March 2019.

Further to the announcement of Mr. Orlando's appointment on 19 March 2019, the Company has granted 611,112 options to Mr Orlando in accordance with ASX LR 10.15B on the basis that the securities to be acquired on the exercise of the options are to be purchased on market. The Board may seek shareholder approval at the next meeting of shareholders for removal of this restriction. The number of options was calculated as \$165,000 divided by the indicative option value determined at the time of negotiation of the contract. The options are subject to performance conditions.

The share options component within the terms of Mr Orlando's Appointment provided on 19 March 2019 has been superseded by the granting of options mentioned above. Consistent with past announcements and the terms agreed, Mr. Orlando will receive the majority of his remuneration for his service as Interim CFO in the form of CAT options, contingent on tenure as well as certain personal and company performance hurdles.

Further details are set out in the attached Appendix 3Y and Appendix 3B.

- ENDS -

For media and investor enquiries please contact:

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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity:	Catapult Group International Ltd
ABN:	53 164 301 197

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mr James Ventura Orlando
Date of last notice	18 August 2018

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Grant of options to James Ventura Orlando
Date of change	7 May 2019
No. of securities held prior to change	80,000 fully paid ordinary shares
Class	Options
Number acquired	611,112 unlisted options exercisable at \$0.778, vesting on 25 March 2020
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	80,000 fully paid ordinary shares 611,112 unlisted options

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of options in accordance with terms of employment contract as Interim CFO
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Catapult Group International Ltd (**Company**)

ABN

53 164 301 197

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Options issued pursuant to employment terms agreed with Mr Jim Orlando in relation to his role as interim CFO of the Company |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 611,112 Options |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 611,112 Options exercisable at \$0.778 subject to performance conditions, vesting 25 March 2020 and expiring on 24 March 2024. Any securities acquired on exercise of the options are restricted to on market purchase only. |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No, the Options do not rank equally with an existing class of quoted security. On the exercise of the Options, the resultant shares will rank equally with the Company's existing quoted fully paid ordinary shares.</p>
5	Issue price or consideration	nil consideration
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The Options were issued to Mr Jim Orlando in accordance with the terms of his employment as Interim CFO</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of +securities issued without security holder approval under rule 7.1	

6d	Number of +securities issued with security holder approval under rule 7.1A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of +securities issued under an exception in rule 7.2	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>The Options were issued in accordance with ASX LR 10.15B and the employment contract between the Company and Mr Jim Orlando dated 7 May 2019.</p>

+ See chapter 19 for defined terms.

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		188,434,218	Fully paid ordinary shares

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		2,460,898	Treasury shares held by the Employee Share Plan trust.
		404,666	Unlisted options, each exercisable at \$2.20 on or before 14 April 2021.
		50,000	Unlisted options, each exercisable at \$2.31 on or before 1 January 2021.
		300,000	Unlisted options, each exercisable at \$1.55 on or before 1 January 2021.
		90,000	Unlisted options, each exercisable at \$1.68 on or before 14 April 2021.
		500,000	Unlisted and unvested options, each exercisable at \$4.84, which vest on 22 September 2019 and expire 23 March 2020;
		337,500	Unlisted vested options, each exercisable at \$2.54, which expire on 1 May 2022;
		500,000	Unlisted options, each exercisable at \$2.54, which vest on 1 May 2019 and expire on 1 May 2022;
		500,000	Unlisted options, each exercisable at \$2.54, which vest on 1 May 2020 and expire on 1 May 2022;
		500,000	Unlisted options, each exercisable at \$2.54, which vest on 1 May 2021 and expire on 1 May 2022;
		411,000	Unlisted vested options, each exercisable at \$0.55, which expire on 31 October 2021;

150,000	Unlisted options, each exercisable at \$3.00, which vested on 14 November 2017 and expire on 1 November 2021;
150,000	Unlisted options, each exercisable at \$3.00, which vest on 14 November 2018 and expire on 1 November 2021;
150,000	Unlisted options, each exercisable at \$3.00, which vest on 14 November 2019 and expire on 1 November 2021;
150,000	Unlisted options, each exercisable at \$3.00, which vest on 14 November 2020 and expire on 1 November 2021;
150,000	Unlisted options, each exercisable at \$3.00, which vest on 31 October 2021 and expire on 31 December 2021;
960,000	Unlisted vested options, each exercisable at \$0.61, which expire on 31 October 2019;
15,234	Unlisted vested options, each exercisable at \$2.50 which expire on 30 July 2021;
67,281	Unlisted vested options, each exercisable at \$2.50 which expire on 1 February 2020;
156,000	Unlisted options, each exercisable at \$2.50 which vest on 22 September 2019 and expire on 20 March 2020;
38,333	Unlisted vested options, each exercisable at \$2.59 and expire on 22 July 2021;
50,000	Unlisted options, each exercisable at \$2.59 which vest on 23 January 2019 and expire on 22 July 2021;
33,334	Unlisted vested options, each exercisable at \$2.50 and expire on 22 September 2019;
33,333	Unlisted options, each exercisable at \$2.50 which vest on 22 September 2018 and expire on 22 September 2020;

+ See chapter 19 for defined terms.

33,333	Unlisted vested options, each exercisable at \$2.50 which vest on 22 September 2019 and expire on 22 September 2021;
100,000	Unlisted vested options, each exercisable at \$2.08 which expire on 30 September 2020;
70,000	Unlisted vested options, each exercisable at \$2.08 which expire on 30 September 2020;
100,000	Unlisted options, each exercisable at \$2.08 which vest on 30 June 2019 and expire on 30 September 2020;
100,000	Unlisted options, each exercisable at \$2.08 which vest on 30 June 2020 and expire on 30 September 2020;
84,000	Unlisted options, each exercisable at \$2.50 which vest on 22 September 2019 and expire on 20 March 2020;
50,000	Unlisted vested options, each exercisable at \$2.50 which expire on 29 March 2021;
54,000	Unlisted vested options, each exercisable at \$2.13 which expire on 30 July 2022;
25,000	Unlisted vested options, each exercisable at \$2.08 which expire on 31 December 2020
47,500	Unlisted vested options, each exercisable at \$2.08 which expire on 31 December 2020
50,000	Unlisted options, each exercisable at \$2.08 with a vesting date of 30 June 2019 which expire on 31 December 2020
50,000	Unlisted options, each exercisable at \$2.08 with a vesting date of 30 June 2020 which expire on 31 December 2020
710,000	Unlisted options, each exercisable at \$1.83 with a vesting date of 19 December 2020 which expire on 18 December 2022

	150,000	Unlisted vested options, each exercisable at \$1.72 which expire 30 October 2022;
	2,499,963	Unlisted options, each exercisable at \$1.42, which vest on 31 August 2020 and expire 30 June 2023;
	40,323	Unlisted performance rights each with nil exercise price, which vest on 31 December 2018 and expire on 30 June 2019;
	40,322	Unlisted performance rights each with nil exercise price, which vest on 30 June 2019 and expire on 31 December 2019;
	365,600	Unlisted performance rights which vest on 31 August 2019 and expire on 31 December 2019;
	728,000	Unlisted options, each exercisable at \$1.42, which vest on 31 August 2020 and expire 30 June 2023
	611,112	Unlisted options, each exercisable at \$0.778, which vest on 25 March 2020 and expire on 24 March 2024
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Pro rata issue

- | | | |
|----|--|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the ⁺ securities will be offered | |

+ See chapter 19 for defined terms.

- | | | |
|----|---|--|
| 14 | +Class of +securities to which the offer relates | |
| 15 | +Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | <div>Names of countries in which the entity has security holders who will not be sent new offer documents</div> <div style="font-size: 0.8em; margin-top: 5px;">Note: Security holders must be told how their entitlements are to be dealt with.</div> <div style="font-size: 0.8em; margin-top: 5px;">Cross reference: rule 7.7.</div> | |
| 19 | Closing date for receipt of acceptances or renunciations | |

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)

(a) ☐ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
- 1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of ⁺ securities for which ⁺ quotation is sought					
39	⁺ Class of ⁺ securities for which quotation is sought					
40	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>					
42	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table>	Number	⁺ Class		
Number	⁺ Class					

⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Markus Ziemer Date: 9 May 2019
Company secretary
Print name: Markus Ziemer

+ See chapter 19 for defined terms.