

# CATAPULT UPDATED SECURITY TRADING POLICY

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**AUGUST 16, 2022**

Catapult Group International Limited (ASX:CAT, 'Catapult' or the 'Company') provides its updated Security Trading Policy in accordance with ASX Listing Rule 12.10.

*Authorized for release to ASX by the Catapult Company Secretary and General Counsel,  
Mr Jonathan Garland.*

*For investor enquiries, please contact:*

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# CATAPULT

## Security Trading Policy

### 1. Definitions

**Associate** includes:

- (a) a related body corporate; and
- (b) a Director or Secretary of a related body corporate.

**ASX** means ASX Limited.

**ASX Listing Rules** means the official listing rules and requirements from time to time of the ASX.

**Board** means the board of Directors of Catapult as constituted from time to time.

**Catapult** means Catapult Group International Ltd.

**CEO** means the Chief Executive Officer of Catapult from time to time.

**CEO Direct Report** means a person who reports directly to the Chief Executive Officer from time to time.

**Chairman** means the Chairman of the Board from time to time.

**Company Secretary** means the company secretary of Catapult from time to time.

**Dealing or Trading** (singular use **Deal** or **Trade**) includes:

- (a) any acquisition or disposal of any securities of Catapult;
- (b) entering into any agreement to acquire or dispose of any Securities of Catapult; and
- (c) the grant, acceptance, acquisition, disposal, exercise or discharge of any option or other right or obligation to acquire or dispose of any Securities of Catapult.

**Designated Officer** means, where the person applying to Deal in Catapult Securities is:

- (a) the Chairman – the chair of the Audit and Risk Committee;
- (b) a Director (other than the Chairman) – the Chairman;
- (c) Key Management Personnel (other than Directors) or a CEO Direct Report – the Chairman or the CEO; or
- (d) an employee (other than Key Management Personnel and CEO Direct Reports) – the Company Secretary.

**Directors** means the directors of Catapult from time to time.

**Generally Available**, in relation to information, means any such information which:

- (a) is readily observable;
- (b) has been made known in a manner which is likely to bring it to the attention of persons who commonly invest in Securities provided that a reasonable period for that information to be disseminated has elapsed since it was made known; or
- (c) consists of deductions, conclusions or inferences made or drawn from information falling under either paragraphs (a) or (b) above.

**Key Management Personnel** (singular use **Key Management Person**) has the meaning given to that term in the ASX Listing Rules, being those persons having authority and responsibility for planning, directing and controlling the activities of Catapult, directly or indirectly, including any Director.

**Prohibited Period** has the meaning given to that term in section 5.1.



**Related Party** includes:

- (a) a spouse or de facto spouse of a Key Management Person;
- (b) a parent, son or daughter of a Key Management Person;
- (c) any company, trust or other entity over which a person referred to in (a) or (b) above has control; or
- (d) any company, trust or other entity over which two or more persons referred to in (a) or (b) above together have control.

**Securities** include:

- (a) ordinary shares;
- (b) partly paid shares;
- (c) preference shares;
- (d) hybrid securities;
- (e) debentures;
- (f) legal or equitable rights or interests in (a) to (e) above; and
- (g) any derivatives including but not limited to options in respect of any of (a) to (e) above.

## **2. Introduction**

- 2.1 This policy has been approved by the Board of Catapult. The Board may approve any updates, amendments to and exemptions to this policy from time to time. If this policy conflicts with any other policy concerning this subject matter, this policy prevails to the extent of the inconsistency.
- 2.2 The ordinary shares of Catapult are listed on the ASX.
- 2.3 The purpose of this policy is to ensure compliance with the ASX Listing Rules and the *Corporations Act 2001* (Cth), and to ensure that Key Management Personnel and their Associates are aware of the legal restrictions that exist on Dealing in Catapult's Securities while such a person is in possession of price sensitive information concerning Catapult.
- 2.4 The policy recognises that it is illegal for a person to Deal in Catapult's Securities when he or she is in possession of price sensitive information concerning Catapult. This is regardless of whether the terms of this policy have been complied with.
- 2.5 This policy shall be distributed to all Key Management Personnel and it is the responsibility of each Key Management Person to comply with this policy. Any non-compliance with this policy will be considered serious misconduct.
- 2.6 The restrictions set out in this policy are additional to any provisions governing or restricting the Trading of Securities set out in any agreement between Catapult and a Key Management Person or a person holding Securities in Catapult or any provisions in Catapult's employee incentive plans (if any). Where the provisions of an agreement between Catapult and a Key Management Person or a person holding Securities in Catapult conflict with the provisions of this policy, the most restrictive provisions will prevail.

## **3. Insider Trading**

- 3.1 A person engages in insider trading if that person Deals in Securities of a relevant entity while possessing information that:
  - (a) is not Generally Available; and
  - (b) if it were available, may have a material effect on the price or value of the relevant entity's Securities, and



the person knows, or ought reasonably to know, that the information is not Generally Available and, if it were, it might have a material effect on the price or value of the entity's Securities. This type of information is commonly referred to as "price sensitive information" or "inside information".

- 3.2 Information is considered to have a *material effect* on the price or value of Securities of a company if the information would, or would be likely to, influence persons who commonly invest in Securities in deciding whether or not to subscribe for, buy or sell those Securities.
- 3.3 The prohibition against insider trading applies to:
- (a) direct Trading in Catapult's Securities;
  - (b) procuring another person to Trade in Catapult's Securities; or
  - (c) communicating price sensitive information to another person who is likely to Trade in Catapult's Securities.
- 3.4 Insider trading is a criminal offence, punishable by substantial fines and/or imprisonment. Catapult may in certain circumstances also be liable if an employee or Key Management Person or their Associate engages in insider trading. Insider trading may also attract civil liability, including liability to pay compensation to those who suffer loss or damage as a result of the insider trading.
- 3.5 The requirements imposed by this policy are separate from, and in addition to, the legal prohibitions on insider trading in Australia. Accordingly, under insider trading laws a person who possesses price sensitive information may be prohibited from Trading even where the Trading is permitted by this policy.

#### **4. Scope of this Policy**

- 4.1 This policy extends to Dealing in the Securities of Catapult by employees, Key Management Personnel of Catapult, any Associate or Related Party of any employees or Key Management Personnel and any company, trust or other entity in which any employee or Key Management Personnel have a relevant interest. Accordingly, references to Dealings in the Securities of Catapult by an employee or Key Management Person in this policy apply equally to Dealings in the Securities of Catapult by any Associate or Related Party of that employee Key Management Person and any company, trust or other entity in which any employee or Key Management Personnel have a relevant interest.
- 4.2 This policy does not apply to the following Trading in the Securities of Catapult:
- (a) transfers of Securities of Catapult which result in no change to the beneficial interest in the Securities;
  - (b) transfers of Securities of Catapult between an employee or Key Management Person and a Related Party of the employee or Key Management Person;
  - (c) transfers of Securities of Catapult by an employee or Key Management Person to his or her superannuation fund;
  - (d) where an employee or Key Management Person is a trustee, Trading in the Securities of Catapult by that trust provided the employee or Key Management Person is not a beneficiary of the trust and any decision to Trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the employee or Key Management Person;
  - (e) undertakings to accept or the acceptance of, or a disposal of Securities of Catapult arising from, a takeover offer, scheme of arrangement or equal access buy-back;
  - (f) Trading under an offer or invitation made to all or most of the securityholders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions



relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

- (g) a disposal of Securities of Catapult that is the result of a secured lender or financier exercising their rights under a loan agreement;
- (h) an acquisition or disposal of Securities of Catapult under a pre-determined investment or divestment plan for which prior written approval has been provided by the Designated Officer and where:
  - (i) the employee or Key Management Person did not enter into or amend the plan during a Prohibited Period; and
  - (ii) the plan does not permit the employee or Key Management Person to exercise any discretion over how, when or whether to acquire or dispose of Securities of Catapult; and
- (i) an acquisition of Securities of Catapult under an employee incentive scheme.

## **5. Periods During Which Dealings May Take Place**

5.1 Subject to compliance with the procedure set out in section 6, Dealing by employees or Key Management Personnel in Catapult's Securities may take place at any time, except during the following periods:

- (a) the period commencing 1 April each year and ending at the beginning of the next trading day after the release of Catapult's year end results to the ASX;
- (b) the period commencing 1 October of each year and ending at the beginning of the next trading day after the release of Catapult's half year results to ASX;
- (c) the period commencing 2 weeks prior to Catapult's Annual General Meeting and ending at the beginning of the next trading day after the Annual General Meeting; and
- (d) any other period, as determined by the Board from time to time (which determination may apply in respect of one or more Director, KMP, CEO, Direct Report or employee, or groups of any of them),

(collectively, the **Prohibited Periods**).

5.2 Notwithstanding the above, no Dealing in Catapult's Securities will be permitted at any time if that employee or Key Management Person possesses (or is deemed to possess) any price sensitive information which is not Generally Available.

## **6. Pre-Dealing Procedure - Trading outside Prohibited Periods**

6.1 For all periods during which Dealing in Catapult's Securities is permitted in accordance with this policy, employees and Key Management Personnel must apply to the Company Secretary on behalf of the Designated Officer to Deal in the Securities of Catapult. The application must be in writing (which may be transmitted by e-mail) in the form set out in the Schedule (or as otherwise approved by the Chairman from time to time) and submitted to the Company Secretary on behalf of the Designated Officer.

6.2 On receipt of an application under section 6.1, the Company Secretary shall procure that the Designated Officer considers the application. No Dealing in Catapult's Securities may be undertaken before the employee or Key Management Person receives the written approval of the Designated Officer (which may be refused or given subject to any conditions the Designated Officer determines necessary to comply with this policy).

6.3 Any Dealing in Catapult's Securities by an employee or Key Management Person approved by the Designated Officer in accordance with section 6 must be completed within 14 days (or such earlier time as determined by the Designated Officer) from the date that the employee or Key Management Person receives written approval from the Designated Officer, and the



employee or Key Management Person must advise the Company Secretary on behalf of the Designated Officer promptly following completion of any such Trade.

- 6.4 Any approval to Deal in Catapult's Securities by an employee or Key Management Person in accordance with section 6 is automatically deemed to be withdrawn if the employee or Key Management Person becomes aware of any price sensitive information prior to or during any approved Dealing in Catapult's Securities.
- 6.5 The Company Secretary may, from time to time, with the prior approval of the Chairman, establish, amend and remove one or more rules for the Catapult ESP Platform to automatically approve or not approve any proposed Dealings in Catapult ESP Securities (the **Automated Rules**). The Automated Rules may apply prospectively and to persons who have not made a Dealing application; may contain conditions; may apply in respect of one or more Director, KMP, CEO, Direct Report or employee, or groups of any of them; and must otherwise be consistent with this policy. The approve or not approve result of any Automated Rules will be effective as if the relevant procedure in this clause 6 had been satisfied. In this clause 6.5, **Catapult ESP Securities** means Catapult Securities given to a person under a Catapult Employee Share Plan award; and **Catapult ESP Platform** means a platform selected by Catapult to hold and manage Catapult ESP Securities.

## **7. Dealing during Prohibited Periods in Exceptional Circumstances**

- 7.1 Employees or Key Management Personnel may in exceptional circumstances apply to the Company Secretary on behalf of the Designated Officer for approval to Deal in Catapult's Securities during a Prohibited Period, provided that the employee or Key Management Person is not in possession of any price sensitive information. The application must be in writing in the form set out in the Schedule (or as otherwise approved by the Chairman from time to time) and submitted to the Company Secretary on behalf of the Designated Officer.
- 7.2 On receipt of an application under section 7.1, the Company Secretary shall procure that the Designated Officer considers the application. No Dealing in Catapult's Securities may be undertaken before the employee or Key Management Person receives the written approval of the Designated Officer (which may be refused or given subject to any conditions the Designated Officer determines necessary to comply with this policy).
- 7.3 The Designated Officer may grant the employee or Key Management Person written permission to Deal in Catapult's Securities during the Prohibited Period if the Designated Officer is satisfied (in its absolute discretion) that the employee or Key Management Person's circumstances amount to exceptional circumstances.
- 7.4 Without limiting the discretion of the Designated Officer under this section 7, the following factors may be considered by the Designated Officer in determining whether the employee or Key Management Person is to be granted permission to Deal in Catapult's Securities during a Prohibited Period:
- (a) whether the employee or Key Management Person is suffering severe financial hardship;
  - (b) whether the employee or Key Management Person is required by a court order or a court enforceable undertaking or other legal or regulatory requirement to transfer, or accept a transfer of, Securities of Catapult; and
  - (c) whether the employee or Key Management Person's circumstances are otherwise exceptional that warrant the granting of approval of the employee or Key Management Person to Deal in Catapult's Securities during the Prohibited Period.
- 7.5 Any Dealing in Catapult's Securities by an employee or Key Management Person approved by the Designated Officer in accordance with section 7 must be completed within 7 days (or such earlier time as determined by the Designated Officer) from the date that the employee or Key Management Person receives written approval from the Designated Officer, and the employee or Key Management Person must advise the Company Secretary on behalf of the Designated Officer promptly following completion of any such Trade.



7.6 Any approval to Deal in Catapult's Securities by an employee or Key Management Person in accordance with section 7 is automatically deemed to be withdrawn if the employee or Key Management Person becomes aware of any price sensitive information prior to or during any approved Dealing in Catapult's Securities.

**8. Margin Loans and Security Arrangements**

8.1 Key Management Personnel may only enter into a margin loan or other security arrangement in respect of Catapult's Securities with the prior written approval of the Designated Officer (in its absolute discretion).

8.2 Any approval by the Designated Officer may be subject to the condition that Catapult be permitted to disclose to the ASX the existence of the margin loan or security arrangement, and where Catapult considers appropriate, any relevant terms such as the trigger points or right of the financier to sell unilaterally.

**9. Unvested Securities**

Catapult prohibits employees or Key Management Personnel from entering into transactions in associated products which operate to limit the economic risk of Security holdings in Catapult over unvested entitlements.

**10. Further assistance**

Any employee or Key Management Person who is unsure of the nature of the information that they have in their possession and whether they may Deal in Catapult's Securities should contact the Company Secretary before Dealing in any Securities of Catapult.

**11. Review**

This Policy will be reviewed periodically to assess its effectiveness.

*Approved by the Board: August 2022*



## Schedule – Application to Trade

To: The Company Secretary  
Catapult Group International Ltd

In accordance with Catapult's Security Trading Policy, I request the Designated Officer's approval for the following proposed transaction to be undertaken either by me or by persons associated with me:

Name:	
Name of registered holder transacting (if different):	
Residential address:	
Office or position in Catapult:	
Type of transaction (circle):	Sale / Purchase / Other (specify)
Description and number of Securities that are subject of the proposed transaction:	
To be transacted (circle):	On ASX / Off-market Trade / Other (specify)
Likely date of the transaction (on or about):	

The following information is only required if you are seeking approval to Deal in Catapult's Securities during a Prohibited Period:

Details of the exemption circumstances pursuant to which I make this application:	
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I declare and confirm that:

- 1 I have read the Catapult Security Trading Policy and I am not in possession of information that:
  - (a) is not Generally Available, and
  - (b) would be expected by a reasonable person to have a material effect on the price or value of the Securities of Catapult, if it was Generally Available.
- 2 Catapult is not advising or encouraging me to Trade in any Securities of Catapult and does not provide any securities recommendation; and
- 3 I know of no reason to prohibit me from Trading in Catapult's Securities and certify that the details given in this application are complete, true and correct.

Signed by

Print name: \_\_\_\_\_

Print date: \_\_\_\_\_





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**Designated Officer Consideration**

(For Completion by Designated Officer)

I have reviewed the contents of this application and hereby [approve]/[do not approve] the proposed transaction described in the application.

Any approval is conditional on the proposed transaction being completed within 14 days (or 7 days in the case of exceptional circumstances) of the date of this approval and in compliance with Catapult's Security Trading Policy.

\_\_\_\_\_  
Signed by the Designated Officer

Print name of the Designated Officer: \_\_\_\_\_

Print position of the Designated Officer: \_\_\_\_\_

Print date: \_\_\_\_\_