



CATAPULT

SaaS Scaling Committee Charter

1. Purpose

- 1.1 The SaaS Scaling Committee (the **Committee**) is a committee of the board of directors (the **Board**) of Catapult Group International Ltd (the **Company**).
- 1.2 The Committee's purpose is to:
 - (a) assist the Board in fulfilling its corporate governance and oversight responsibilities relating to the development and implementation of the Company's SaaS scaling plans (the **Scaling Plans**) and the risks associated with the Scaling Plans;
 - (b) review, assess, and make recommendations to the Board regarding modifications to internal sales process and tools, and potential mergers, acquisitions, investments, joint ventures, collaborations, partnerships, licensing arrangements, or similar transactions in relation to SaaS businesses which are proposed by Management (each a **Transaction**);
 - (c) provide frequent monitoring, guidance, and decision support for the CEO and Management; and
 - (d) foster a co-operative, interactive strategic planning process between the Board and Management.

2. Duties

- 2.1 The specific matters the Committee may consider include:
 - (a) assisting Management with identifying key issues, options, external developments impacting the Scaling Plans;
 - (b) reviewing and monitoring the Scaling Plans, including conducting specific investigations where necessary; and
 - (c) ensuring that the Board is regularly apprised of the Scaling Plans.
- 2.2 The Committee may not approve any Transaction or make any decisions that would require approval of the Board, unless the Board has first delegated authority to the Committee to do so.

3. Membership and structure

- 3.1 The Board shall appoint the Committee annually.
- 3.2 The Committee shall consist of at least three members, at least two of whom shall be Directors. The CEO shall be a member of the Committee.
- 3.3 The Board will appoint one of the members of the Committee as chair of the Committee, who must be an independent Director. It is the responsibility of the chair of the Committee to schedule all meetings of the Committee and, to provide the Committee with a written agenda.
- 3.4 The Company Secretary, or his or her appointee, will act as secretary of the Committee and will circulate minutes of the meetings.
- 3.5 If a member of the Committee who is a Director of the Company ceases to be a Director, that member ceases to be a member of the Committee.

4. Administrative matters

- 4.1 Meetings
 - (a) Any member of the Committee may call a meeting of the Committee.
 - (b) The Committee aims to meet six times a year.
 - (c) Committee meetings may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution. A circular or



written resolution signed by a majority of all members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression "written" includes fax or other electronic means.

- (d) A quorum of the Committee will comprise any two members.
- (e) If the chair of the Committee is unable to attend a Committee meeting, the members present, will appoint another member to act as chair at that meeting. However, all members are expected to participate in all Committee meetings.
- (f) All Directors who are not members of the Committee are entitled to attend any meeting of the Committee.
- (g) The Committee may invite any member of Senior Management or other individuals to attend meetings of the Committee, as they consider appropriate.
- (h) The chair of the Committee, or delegate, shall report to the Board following each meeting.
- (i) The Committee shall have direct access to the Company's officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires in order to assist it in meeting its responsibilities from outside the Company.

4.2 Voting

- (a) Each member shall have one vote.
- (b) The chair of the Committee will not have a second or casting vote.

4.3 Minutes

Minutes of Committee meetings will be prepared by the Secretary, approved by the chair of the Committee in draft and circulated to all members.

4.4 Access

The Committee may engage separate independent counsel or advisors at the expense of the Company, in appropriate circumstances, with the approval of the Chair or by resolution of the Board.

5. Review

- 5.1 The Committee will, on a yearly basis, undertake an evaluation of its performance and effectiveness, review its membership and this Charter and make recommendations to the Board.

Approved by the Board: March 2021