



MARKET ANNOUNCEMENT

21 August 2017, Vista Group International Ltd., Auckland, New Zealand

Vista Group takes controlling stake in long-time Latin American business partner

Vista Entertainment Solutions Ltd ("VES"), a Vista Group International company (NZX & ASX: VGL) has signed an agreement to take a controlling 60 percent stake in its long-term Latin American business partner Senda Dirección Tecnológica, SA de CV. ("Senda").

Senda will be renamed Vista Latin America to demonstrate the commitment of VGL to the region. It will continue to be run by its founders and managers, Armando Mejias and Gustavo Ortega who will now report to the CEO of VES.

Senda is the reseller for VGL companies, VES and Movio and has been a VES reseller since 2003. Senda is based in Mexico and represents VES and Movio in Central and South America and has recently begun to represent VES in Brazil, the fifth largest cinema market in the world.

As VES & Movio's reseller in Latin America, Senda is the key conduit to three of the world's largest cinema circuits: Cinemopolis, Cinemex and Cinemark, which between them run more than 8,500 screens in the region and 13,500 screens worldwide. These three are key customers of VES and Movio.

The transaction will add to VES's revenue through the additional services work undertaken by Senda in the region and its positive EBITDA will be incremental to VGL's results although this is included within existing market guidance.

Announcing the agreement, Vista Group CEO Murray Holdaway praised the trusted, fruitful relationship Vista Group has with Senda and said the acquisition of a majority stake was a logical step for both Vista and Senda.

VES CEO Kimbal Riley says, "Senda joining Vista Group (and the consequent formation of Vista Latin America), will enable Vista directly engage with the burgeoning Latin American market and in particular, enable closer relationships with three of the world's largest cinema exhibitors."

Movio CEO Will Palmer says, "Central and Latin America are high growth territories for Movio. We have secured Cinemopolis and Cinemark in the region and bringing the incredible Senda team into Vista Group will strengthen our ability to support further expansion in the region."



"Senda is really proud to become part of this important group and, we are sure it will result in synergies that will consolidate Vista Group's presence in Latin America and Brazil, generating important value for our customers ". Says Armando Mejias

"Since the beginning of our business relationship in 2003 both companies have shared the same value and vision on business. I think this new relationship will provide great results for Vista Group, Senda and our customers and should generate more opportunities within our region." Says Gustavo Ortega

Brian Cadzow, Director Commercial and Legal
Vista Group International Ltd
Contact: +64 9 984 4570

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Vista Group International Limited

ARBN

600 417 203

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 | Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 115,764 |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 	Yes
5	Issue price or consideration	No monetary consideration is payable for the securities
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of ordinary shares to satisfy the component of the payment terms of the Share Purchase Agreement for 60% of the ordinary shares in Senda Direccion Tecnologica S.A de C.V for settlement by way of shares not cash.
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	n/a
6c	Number of +securities issued without security holder approval under rule 7.1	n/a

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	n/a				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	n/a				
6f	Number of +securities issued under an exception in rule 7.2	n/a				
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.	n/a				
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	n/a				
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	n/a				
7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	21 August 2017				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>82,378,463</td><td>ordinary shares</td></tr></table>	Number	+Class	82,378,463	ordinary shares
Number	+Class					
82,378,463	ordinary shares					

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The new ordinary shares rank pari passu with the existing ordinary shares on issue

Part 2 - Pro rata issue

11	Is security holder approval required?	n/a
12	Is the issue renounceable or non-renounceable?	n/a
13	Ratio in which the +securities will be offered	n/a
14	+Class of +securities to which the offer relates	n/a
15	+Record date to determine entitlements	n/a
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17	Policy for deciding entitlements in relation to fractions	n/a
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	n/a
19	Closing date for receipt of acceptances or renunciations	n/a

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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

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" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: center;">Number</th> <th style="width: 50%; text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;"></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:



.....
(Director/Company secretary)

Date:21 August 2107.

Print name: Brian J Cadzow.....

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	
Total [“A” x 0.15] – “C”	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> <i>This applies to equity securities – not just ordinary securities</i> <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
$\text{“A”} \times 0.10$ <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total $[\text{“A”} \times 0.10] - \text{“E”}$	<i>Note: this is the remaining placement capacity under rule 7.1A</i>



MARKET ANNOUNCEMENT

21 August 2017, Vista Group International Ltd, Auckland, New Zealand

NOTIFICATION OF ALLOTMENT

For the purposes of Listing Rule 7.12.1 Vista Group International Limited (**Vista**) (NZX and ASX: VGL) advises that the following securities have been issued in relation to satisfaction a payment term in the acquisition of 60% of the shares in Senda Direccion Tecnologica S.A. de C.V. as described in the market announcement dated 21 August 2017:

(a) Class of security:	Ordinary shares
ISIN:	NZVGLE0001S5
(b) Number issued:	115,764 ordinary shares
(c) Nominal value:	\$5.9109 per ordinary share
Issue price:	Not applicable
(d) Payment in cash:	No
(e) Amount paid up (if not in full):	Not applicable
(f) Principal terms:	Not applicable
(g) Percentage of class of securities:	0.141% of the total ordinary shares on issue
(h) Reason for issue:	115,764 issued in partial settlement of the purchase price to acquire 60% of the ordinary shares in Senda Direccion Tecnologica S.A. de C.V. under the Share Purchase Agreement dated 18 August 2017. Note that the Agreement was signed in Mexico on their 18 August which is Saturday 19 th August in New Zealand.
(i) Authority for issue:	Directors' resolution dated 18 August 2017
(j) Terms of issue:	Voluntary escrow: 100% of the shares (115,764) may not be sold, transferred, assigned, charged



or otherwise disposed of for a period of 12 months from the date of issue.

- | | |
|----------------------------------------------------|-------------------|
| (k) Number of securities in existence after issue: | a) 82,378,463 |
| (l) Treasury stock: | Not applicable |
| (m) Date of issue: | a) 21 August 2017 |

Brian Cadzow
Director - Commercial & Legal

ENDS

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MEDIA RELEASE

Vista Group signs agreement to take controlling stake in long-term Latin American business partner

[Auckland, NZ and Mexico City, Mexico; August 21, 2017] Vista Group International (NZX & ASX: VGL) is delighted to announce that it has reached agreement with its long-term Latin American business partner Senda Dirección Tecnológica, SA de CV. ("Senda") to take a controlling 60 percent share in Senda.

Now that it is a full member of the Vista Group family, Senda is being renamed Vista Latin America. It will continue to be run by its founders and managers, Armando Mejias and Gustavo Ortega.

Senda is the reseller for Vista Group companies, Vista Entertainment Solutions ("VES") and Movio and has been a Vista reseller since 2003. Senda is based in Mexico and represents VES and Movio in Central and South America and has recently begun to represent VES in Brazil, the fifth largest cinema market in the world.

As VES & Movio's reseller in Latin America, Senda is the key conduit to three of the world's largest cinema circuits: Cinemex, Cinemark and Cinemex, which between them run 8,500 screens in the region. These three customers are significant to the revenue of VES and Movio.

Announcing the agreement, Vista Group CEO Murray Holdaway praised the trusted, fruitful relationship Vista Group has with Senda and said the acquisition of a majority stake was a logical step for both Vista and Senda.

"I am delighted that our close business partners and colleagues Armando Mejias and Gustavo Ortega have agreed that Senda should join the Vista family. Joining forces with Senda as Vista Latin America, opens up tremendous and exciting opportunities not only in South America, but also in the United States of America," says Mr Holdaway.

Vista Entertainment CEO Kimbal Riley says the acquisition of Senda and formation of Vista Latin America will enable Vista to consolidate revenues and profits and build closer relationships with three of the world's largest cinema exhibitors markets.

"With Senda recently taking over responsibility for Brazil on behalf of Vista, Vista is now in a prime position to expand in one of the world's largest cinema markets," says Mr Riley.

Movio CEO Will Palmer says: "Central and Latin America are high growth territories for Movio. We have secured Cinopolis and Cinemark in the region, and bringing the incredible Senda team into Vista Group will strengthen our ability to support further expansion in the region."

Both Armando Mejias and Gustavo Ortega expressed their delight at the agreement.

"Senda is really proud to become part of this important group and we are sure it will result in synergies that will consolidate Vista Group's presence in Latin America and Brazil, generating important value for our customers," says Armando Mejias.

"Since the beginning of our business relationship in 2003 both companies have shared the same value and vision on business. I think this new relationship will provide great results for Vista Group, Senda and our customers and should generate more opportunities within our region," says Gustavo Ortega.

About Vista Group International:

Vista Group International (Vista Group) is a public company, listed on both the New Zealand and Australian stock exchanges (NZX & ASX: VGL). Vista Group provides cinema management, film distribution and customer analytics software to companies across the global film industry. Cinema management software is provided by Vista Entertainment Solutions, the core business of the Group. Movio (authority in moviegoer data analytics), Veezi (cloud-based SaaS software for the Independent Cinema Market), Maccs (film distribution software), Numero (box office reporting software for film distributors and cinemas), Cinema Intelligence (business intelligence solutions), POWSTER (creative studio and marketing platform for movie studios) and Flicks (moviegoer 'go to' portal for movie information) provide products that leverage the success of this platform for other parts of the film industry, from production and distribution, to cinema exhibition through to the moviegoer experience. Vista Group has more than 600 staff across offices in New Zealand (Auckland headquarters), Sydney, Los Angeles, Dallas, London, South Africa, the Netherlands, Romania and China.

Website: www.vistagroup.co

LinkedIn: www.linkedin.com/company/vista-group-limited

About Vista Entertainment Solutions:

Vista Entertainment Solutions Ltd (VES) is the world leader in cinema management software solutions with installations in more than 80 countries around the world and an estimated 38% global market share in the Large Cinema Circuit market. The VES software product line comprises multiple modules both integrated and scalable, suited to cinema exhibitor's operating 20+ screens and up to 100s of cinemas. VES is head-quartered in Auckland, New Zealand and has subsidiaries incorporated in Los Angeles, London, Shanghai, Beijing and Cape Town.

Website: www.vista.co

Twitter: [@VistaCinema](https://twitter.com/VistaCinema)

LinkedIn: www.linkedin.com/company/vista-entertainment-solutions

About Senda Dirección Tecnológica, SA de CV:

Senda Dirección Tecnológica, SA de CV. is a Mexican company with 15 years experience in the direction of high technology projects and strategy. Founded in Mexico City in 2002 by Armando Mejias and Gustavo Ortega, Senda delivers the best practices and integral solutions to different business sectors. Since 2003, Senda has distributed Vista software in Mexico and in 14 other countries in Latin America and the Caribbean.

Website: <http://sendamexico.azurewebsites.net/>

Twitter: <https://twitter.com/SENDAmexico>

LinkedIn: <https://www.linkedin.com/company-beta/2286553/>

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