

Notice of Annual Meeting

of Shareholders



Vista Group
International
Limited

2022

Notice of 2022 Annual Meeting of Shareholders

Notice is given that the Annual Meeting of Shareholders of Vista Group International Limited (Vista Group) will be held at our Auckland office at Shed 12, City Works Depot, 90 Wellesley Street West, Auckland and online at www.virtualmeeting.co.nz/vgl22 on Thursday, 26th May 2022 at 3:00pm.

Items of Business

- Chair's introduction and address
- CEO's address
- Resolutions
- General business and shareholder discussion

Resolutions

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

Resolution 1

That the Board is authorised to fix the fees and expenses of PricewaterhouseCoopers as auditor for the ensuing year.

Resolution 2

That Kirk Senior be re-elected as a Director of Vista Group.

Resolution 3

That Cristiano Nicolli be re-elected as a Director of Vista Group.

Resolution 4

That James Miller be elected as a Director of Vista Group.

All Resolutions have the unanimous support of the Board.

Further information relating to these Resolutions is set out in the Explanatory Notes accompanying this Notice of Meeting. Please read and consider the Resolutions together with the Explanatory Notes.

By order of the Board of Directors.



Susan Peterson

Chair of the Board

Vista Group International Limited

27 April 2022

Explanatory Notes



Resolution 1: Appointment of auditors and auditors' remuneration

Pursuant to section 207T of the Companies Act 1993, PricewaterhouseCoopers is automatically re-appointed as the auditors of Vista Group at the Annual Meeting. Shareholders are being asked to resolve that the Board be authorised to fix the remuneration of PricewaterhouseCoopers as the auditors of Vista Group for the 2022 financial year.

Resolutions 2, 3 and 4: Re-election and election of directors

In accordance with NZX Listing Rule 2.7.1, Kirk Senior and Cristiano Nicolli both retire by rotation and, each being eligible, offer themselves for re-election. James Miller retires following his appointment by the Board in August 2021, and being eligible, offers himself for election.

The Board (other than Kirk Senior, Cristiano Nicolli and James Miller with respect of their own positions) unanimously recommends that you vote in favour of the re-election of Kirk Senior and Cristiano Nicolli, and the election of James Miller, as Directors. The Board supports their re-election and election (as applicable) as it considers their respective experience and skill sets contribute to the overall mix of functional and strategic competencies required by Vista Group.

For the purposes of the NZX Listing Rules, in the Board's view:

- If Kirk Senior is re-elected as a Director, he will not qualify as an Independent Director;
- If Cristiano Nicolli is re-elected as a Director, he will qualify as an Independent Director; and
- If James Miller is elected as a Director, he will qualify as an Independent Director.

Brief biographical details of each of Kirk Senior, Cristiano Nicolli and James Miller are set out below:



Kirk Senior (BCom, CA)

Kirk Senior is a Non-Independent Non-Executive Director of Vista Group, a member of Vista Group's Audit and Risk Committee, and was previously Vista Group's Executive Chair.

Kirk brings a strong international film industry background gained from 18 years with the Village Roadshow Group and 10 years (2010 - 2020) as Vista Group's Executive Chair. Kirk was formerly Chief Executive Officer (and prior to that, Chief Financial Officer) of Village Cinemas, one of the world's leading cinema companies. Kirk was also a director of Village Cinemas and many of its subsidiaries and joint ventures throughout the world.

Prior to Village Cinemas, Kirk was a chartered accountant with Ernst & Young in Australia and the United Kingdom.



Cristiano (Cris) Nicolli (BMS, FAICD)

Cris Nicolli is an Independent Non-Executive Director of Vista Group. Cris is Chair of Vista Group's Nominations and Remuneration Committee and a member of Vista Group's Audit and Risk Committee.

Cris is also the Non-Executive Chair of ASX listed Playside Studios (ASX:PLY), Non-Executive Chair of ASX listed ReadCloud (ASX:RCL) and has previously been a Non-Executive Director of both Empired (ASX:EPD) and OtherLevels Holdings (ASX:OLV).

Cris brings strong expertise in the IT industry, together with experience in growing and building multi-faceted IT-based businesses. He has a strong balance of commercial and governance skills.

Cris started his professional life in finance and accounting with roles in New Zealand and the United Kingdom, before he moved into the IT industry where he has held sales, sales management, marketing, consulting, software and services leadership positions. These leadership positions included 20 years in senior management at Digital/Compaq and 12 years at (at that time ASX-listed) UXC Limited (five of those years as Chief Executive Officer and Managing Director).

Cris is a Fellow of the Australian Institute of Company Directors (FAICD) and a past member of the New Zealand Society of Accountants.



James Miller (BCom, FCA)

James Miller is an experienced commercial director. James is regarded as one of New Zealand's most experienced Chairs of listed company Audit and Risk Committees.

James has extensive listed company experience. James is the Non-Executive Chair of NZX and a Non-Executive Director of both Mercury NZ (NZX:MCY) and Channel Infrastructure NZ (NZX:CHI). James has previously held Board positions with Auckland International Airport (NZX:AIA), the Financial Markets Authority and Deputy Chair of Accident Compensation Corporation. James is currently Chair of the Audit and Risk Committees for Mercury and Channel Infrastructure. James was previously the Chair of the Audit and Risk Committee for Auckland International Airport and the Chair of the Investment Committee for Accident Compensation Corporation.

James is a qualified Chartered Accountant and is a Fellow of the Institute of Chartered Accountants of New Zealand, a Certified Securities Analyst Professional, an accredited Director of the Institute of Directors in NZ Inc, a Fellow of the Institute of Finance Professionals New Zealand and a Chartered Fellow of the Institute of Directors (CFInstD). He holds a Bachelor of Commerce from Otago University and is a graduate of The Advanced Management Program, Harvard Business School (USA).

Important information



Annual Meeting of Shareholders

Shareholders will be able to attend and participate in the Annual Meeting in person at Vista Group's offices located at Shed 12, City Works Depot, 90 Wellesley Street West, Auckland, and virtually via an online platform provided by our share registrar, Link Market Services at www.virtualmeeting.co.nz/vgl22.

Please note that if you wish to attend in person, you will need to wear a facemask in order to enter the premises. If there are additional lockdown restrictions as a result of COVID that require changes to the arrangements for the Annual Meeting, which may include a decision to hold the meeting online only, we will update you via announcements to NZX.

Shareholders attending and participating in the Annual Meeting in person will be able to ask questions during the meeting. A proxy form is enclosed with this Notice of Meeting which allows you to vote on the resolutions notified in this Notice of Meeting. Please bring this form with you to the meeting, as the barcode will assist with your registration.

Shareholders attending and participating in the Annual Meeting virtually via the online platform will be able to vote and ask questions during the Annual Meeting. More information

regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

Voting And Proxies

Shareholders may vote in person at the Annual Meeting, cast an online or postal vote, or appoint a proxy to attend the Annual Meeting and vote in their place. Shareholders should also refer to the enclosed voting/proxy form for further details in relation to voting.

A body corporate which is a Shareholder may appoint a representative to attend on its behalf in the same manner as that in which it could appoint a proxy.

A proxy need not be a Shareholder of Vista Group. A Shareholder who wishes to do so may appoint the Chair of the Meeting to act as proxy.

A proxy will vote as directed in the voting/proxy form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the Resolutions. If the Chair is appointed as proxy and the voting is left to her discretion, the Chair intends to vote in favour of each of Resolutions 1 to 4.

To cast a postal or online vote, or appoint a proxy, go online to [vote. linkmarketservices.com/VGL](https://linkmarketservices.com/VGL) or complete and lodge the enclosed voting/proxy form with the share registrar, Link Market Services Limited, in accordance with the instructions set out on the form. In either case the online appointment or vote, or completed form, must be received not later than 48 hours before the time of the holding of the meeting (i.e. before 3:00pm (New Zealand time) on Tuesday, 24th May 2022).

Voting Restrictions

No Voting Restrictions (as defined in the NZX Listing Rules) apply to the Resolutions.

NZX Register Holders

You will need to enter your CSN/Holder Number and Authorisation Code (FIN) to securely complete your online vote or proxy appointment.

ASX Register Holders

You will need to enter your Holder Number and postcode to securely complete your online vote or proxy appointment.

If you wish to mail the voting/proxy form then please send it to our share registry, Link Market Services Limited, using the postal address stated on the form. Alternatively, you can scan and email the completed voting/proxy form to meetings@linkmarketservices.com (please use "Vista Group Proxy" as the subject of your email). The completed voting/proxy form must be received by

the share registry no later than 3:00pm (New Zealand time) on Tuesday, 24th May 2022. Any voting/proxy form received after that time will not be valid for the Annual Meeting.

Voting

Voting on all of the Resolutions will be by way of poll, meaning that each shareholder of Vista Group has one vote for each ordinary share in Vista Group held by that that shareholder.

Voting entitlements for the meeting will be determined as at 5:00pm on 24th May 2022. Registered shareholders at that time will be the only persons entitled to vote at the meeting (in person, online or by postal vote or proxy) and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting. Vista Group's share registry, Link Market Services Limited, has been authorised by the Board to receive and count postal votes at the meeting.

Resolutions 1, 2, 3, and 4 are ordinary resolutions and must be passed by a simple majority of the votes of those Shareholders entitled to vote and voting on those Resolutions.

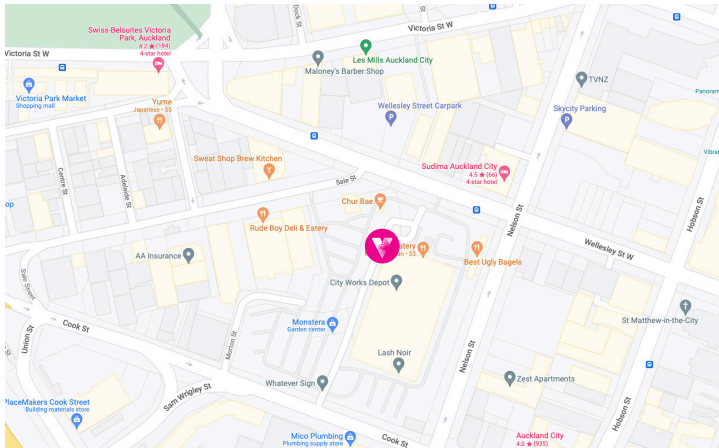
More Information

If you have any questions, or require any further information, please contact Vista Group's General Counsel and Company Secretary, Kelvin Preston, on +64 9 984 4570.

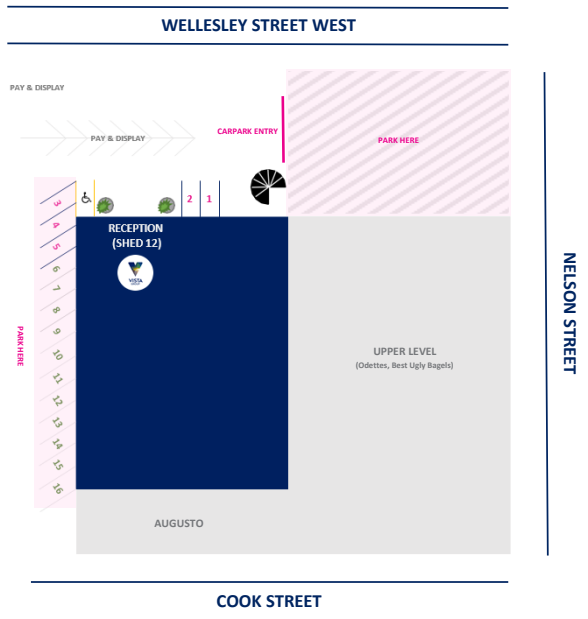
Directions and parking



How to get to the Annual Meeting



Parking





Vista Group International Limited

Shed 12, City Works Depot

90 Wellesley St West

Auckland 1010

New Zealand

+64 9 984 4570

info@vistagroup.co.nz

vistagroup.co



LODGE YOUR PROXY / POSTAL VOTE

Online

vote.linkmarketservices.com/VGL

Scan&Email

meetings@linkmarketservices.com

Deliver in person

Link Market Services Limited
Level 30, PwC Tower
15 Customs Street West
Auckland 1010

Mail

Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

General enquiries

+64 9 375 5998
Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

CSN/Holder Number:

VOTING / PROXY FORM FOR THE 2022 ANNUAL MEETING

Annual Meeting of Vista Group International Limited to be held at Shed 12, City Works Depot, 90 Wellesley Street West, Auckland and online at www.virtualmeeting.co.nz/vgl22 on Thursday, 26th May 2022 at 3:00pm (New Zealand time). Vista Group International Limited (Vista Group) will hold its 2022 Annual Meeting of Shareholders in person and online. If you will be attending online, you will require your Holder Number for verification purposes.



SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE

POSTAL VOTE (DIRECT VOTE)

If you do not plan to attend the Annual Meeting, you may vote by postal vote. Vista Group's share registry, Link Market Services Limited, has been authorised by the Board to receive and count postal votes at the meeting. Vote by making the appropriate election, either online or on this form, in respect of each item of business. If you make more than one election in respect of a resolution your vote will be invalid for that resolution. If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution. If you complete the postal vote section and also appoint a proxy, then your postal vote will be cast and your proxy appointment will not be counted, but your proxy may still attend the meeting on your behalf. If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or proxy has been appointed, it will be deemed to be a postal vote.

APPOINTMENT OF PROXY

Any shareholder who is entitled to attend and vote at the meeting may appoint a proxy (or representative in the case of a corporate shareholder) to attend and vote in their place. A proxy need not be a shareholder of Vista Group. If you return this form or appoint a proxy online without directing the proxy how to vote on any particular resolution, you will be deemed to have given your proxy discretion as to whether and how to vote on that resolution.

Appointing the Chair of the meeting or a Director as your proxy

The Chair of the meeting or any other Director is willing to act as proxy for any shareholders who appoints her or him for that purpose. In making such an appointment you acknowledge that they may exercise your vote even if they have an interest in the outcome of that Resolution. If the Chair or a Director is appointed as proxy and the voting is left to her or his discretion, the Chair or Director intends to vote in favour of each of Resolutions (1) to (4).

Voting Restrictions

No Voting Restrictions (as defined in the NZX Listing Rules) apply to the Resolutions.

ATTENDING THE MEETING

The 2022 Annual Meeting will be held in person and online. If you propose to attend the Annual Meeting in person, please bring this Admission Card/Proxy Form intact to the Meeting, the barcode is required for registration at the meeting. Shareholders can attend the online Annual Meeting at www.virtualmeeting.co.nz/vgl22.

SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

Where the holding is in one name, the security holder must sign.

Joint holding

Where the holding is in more than one name, either joint shareholder (or their duly authorised attorney) may sign.

Power of Attorney

If this Proxy Form has been signed by an attorney, a copy of the power of attorney under which it was signed must accompany this Proxy Form.

Company

This Proxy Form must be signed by a duly authorised officer or attorney. Persons who sign on behalf of a company must be acting with the company's express or implied authority.

Completed Voting/Proxy Forms must be received at the office of Vista Group's share registry, Link Market Services Limited, no later than 3:00pm (NZ time) on Tuesday, 24th May 2022. Any Voting/Proxy Form received after that time will not be valid for the meeting.

ONLINE PROXY AND POSTAL VOTING (DIRECT VOTE)

To cast an online postal vote or appoint a proxy online please go to vote.linkmarketservices.com/VGL

Holders on the New Zealand Register will require their CSN/Holder Number and FIN to vote online.

Holders on the Australian Register will require their Holder Number and postcode to vote online.

Online proxy appointments or online postal votes (direct votes) must be lodged no later than 3:00pm (NZ time) on Tuesday, 24th May 2022.

Go online to vote.linkmarketservices.com/VGL to vote or give directions to your proxy or turn over to complete the form.

VOTING / PROXY FORM**STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF****POSTAL VOTING**

I wish to vote by postal vote (please tick the box).
My voting intention is indicated in the resolution section below.

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Vista Group International Limited

hereby appoint _____ of _____
name email address

or failing him/her _____ of _____
name email address

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy will vote as he/she sees fit, subject to any applicable restrictions in the NZX Listing Rules and the ASX Listing Rules) at the Annual Meeting of Vista Group International Limited to be held online at www.virtualmeeting.co.nz/vgl22 on Thursday, 26th May 2022 at 3:00pm (New Zealand time) and at any adjournment of that meeting. If you wish, you may appoint as your proxy 'The Chair of the Meeting' or any other Director.

STEP 2: ITEMS OF BUSINESS – POSTAL VOTE/PROXY VOTING INSTRUCTIONS

Please note: If you mark the 'Abstain' box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority. Proxy discretion is not applicable when voting by postal vote.

		Tick (✓) in box to vote			
		For	Against	Proxy Discretion	Abstain
ORDINARY RESOLUTIONS					
Resolution 1	That the Board is authorised to fix the fees and expenses of PricewaterhouseCoopers as auditor for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	That Kirk Senior be re-elected as a Director of Vista Group.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	That Cristiano Nicolli be re-elected as a Director of Vista Group.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	That James Miller be elected as a Director of Vista Group.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP3: SIGN - SIGNATURE OF SHAREHOLDER(S) This section must be completed.

Shareholder 1

Shareholder 2

Shareholder 3

Contact Name _____ Daytime Telephone _____ Date _____

Electronic Investor Communication:

If you received the Notice of Meeting & Proxy by mail and you wish to receive your future communications by email please provide your email address below.