

# Vista Group International Limited

## Capital Change Notice



Section 1: Issuer information	
Name of issuer	Vista Group International Limited
NZX ticker code	VGL
Class of financial product	Share Rights.
ISIN (If unknown, check on NZX website)	NZVGLE0003S1
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	200,000 Share Rights under the 2023 Group CEO Retention Scheme. 300,000 Share Rights under the 2023 Senior Leadership Retention Scheme.
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	Share Rights issued for nil consideration to: <ul style="list-style-type: none"> <li>the Group CEO under the 2023 Group CEO Retention Scheme; and</li> <li>participants under the 2023 Senior Leadership Retention Scheme.</li> </ul>
Nature of the payment (for example, cash or other consideration)	N/A
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence)	100% of the Share Rights under the 2023 Group CEO Retention Scheme and the 2023 Senior Leadership Retention Scheme.
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	Each Share Right represents upon vesting an entitlement to be issued an Ordinary Share in the Company, subject to the vesting condition that: <ul style="list-style-type: none"> <li><b>2023 Group CEO Retention Scheme:</b> the Group CEO commences employment and remains as the Group CEO up to and including 15 April 2024 for Tranche 1 Share Rights and 15 April 2025 for Tranche 2 Share Rights; and</li> <li><b>2023 Senior Leadership Retention Scheme:</b> the relevant participant remains an employee of the Company or one of its subsidiaries up to and including 15 April 2024.</li> </ul>
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	The motivation, reward and retention of the Group CEO and certain senior employees of the Company and its subsidiaries. Board resolutions dated 16 March 2023 approving the grant of Share Rights under the 2023 Group CEO

	Retention Scheme and the 2023 Senior Leadership Retention Scheme.
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	5,112,548 Share Rights. There is no Treasury Stock.
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Board resolutions dated 16 March 2023 and Listing Rule 4.6.1.
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	Any Ordinary Shares in the Company issued on vesting of a Share Right will rank equally with all other fully paid Ordinary Shares in the Company.
Date of issue/acquisition/redemption	20 March 2023
<b>Section 3: Authority for this announcement and contact person</b>	
Name of person authorised to make this announcement	Kelvin Preston – General Counsel and Company Secretary
Contact person for this announcement	Kelvin Preston – General Counsel and Company Secretary
Contact phone number	+64 9 984 4570
Contact email address	kelvin.preston@vista.co
Date of release through MAP	20 March 2023