

Governance Update

22 & 23 March 2023



Vista Group
International
Limited

2023

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Agenda


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02 Governance Objectives 2023/2024 Susan Peterson (Chair)

03 Group CEO Succession Cris Nicolli (NRC Chair)

04 Executive Remuneration Framework Cris Nicolli (NRC Chair)

05 Sustainability Susan Peterson (Chair)



Vista Group's **purpose** is to bring more people together **to experience the magic** of movies and cinema by creating the platform that **connects the industry** and **powers the moviegoer experience**

Governance Overview

Current Board Succession Programme Completed

- Independent Chair of the Board – Susan Peterson
- Independent Chair of Audit and Risk Committee – James Miller
- Independent Chair of Nominations and Remuneration Committee – Cris Nicolli
- Majority Independent Directors and separation between Governance and Management
 - Claudia Batten and James Miller joined the Board
 - Brian Cadzow and James Ogden retired
 - Kirk Senior and Murray Holdaway¹ retired as executives of Vista Group, whilst remaining on the Board

1. Murray Holdaway retired as Chief Product Officer in June 2022. However, as a participant in Vista Group's Gold Class Alumni Scheme, Murray remains an 'Executive' as defined in the NZX Listing Rules.



Susan Peterson
Independent Chair



Claudia Batten
Independent Director



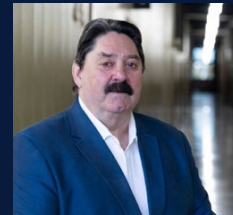
Murray Holdaway
Non-Independent
Executive Director



James Miller
Independent Director



Kirk Senior
Non-Independent Non-
Executive Director



Cris Nicolli
Independent Director

Governance Objectives 2023/2024

Supporting delivery of the Strategic Plan

- Support the Group CEO transition
- Monitor the efficient delivery of the SaaS Platform transformation
- Ensure Vista Group maintains a strong balance sheet and free cashflow, and remains disciplined in its capital expenditure
- Monitoring risk management, including cyber security risk
- Give appropriate focus to sustainability, with a focus on TCFD readiness
- Continue to strengthen engagement with investors and stakeholders

Board Skills Matrix

Digital product management and marketing



Software, Cloud, Online and Operating Platforms



Strategy and development



Data



Financial Expertise



Go-to-market in international markets



People and Culture



Listed Company



Sustainability



Film Industry



■ High ■ Medium ■ Low

Group CEO Succession

Appointment of Stuart Dickinson

An accomplished leader with extensive experience in the technology sector

- Stuart Dickinson was appointed Group CEO on 9 December with effect from 11 April 2023 following Kimbal Riley's announced retirement
- Stuart is an experienced global technology executive:
 - Over 25 years of technology leadership experience, including with NYSE listed DXC Technology (NYSE:DXC)
 - Has led significant transformation programmes in systems integration across Australia, New Zealand and internationally
- The Board engaged an executive recruitment firm to manage the recruitment process including identifying internal and external candidates globally
- The Group CEO remuneration framework was benchmarked externally
- Current Group CEO, Kimbal Riley, will support a smooth transition through to December 2023



Executive Remuneration Framework

Focused on delivery of the Strategic Plan

- 2023/2024 is a key period for delivery of the SaaS platform transformation outlined at the Investor Day in October 2022
- The market for key talent remains competitive and retention remains a key risk for delivery of the Strategic Plan
- The Executive Leadership Team's remuneration framework is aligned to delivery of that Strategic Plan
- The Short Term Incentive Scheme has a cash collections gate directed at improving Client Receipts and Aged Receivables, and is otherwise focused on EBITDA growth, Recurring Revenue growth, Client NPS, and Employee NPS
- The Long Term Incentive Scheme and Senior Leadership Retention Scheme is focused on Recurring Revenue growth and the retention of key talent
- Executive remuneration is externally benchmarked by role and region



Stuart Dickinson
CEO



Matthew Cawte
CFO



Anna Ferguson
Chief People Officer



Holly Jones
Head of Marketing



Kelvin Preston
General Counsel



Jason Madsen
Commercial Director



Sarah Lewthwaite
CEO, Movio



Leon Newnham
CEO, Vista Cinema



Matthew Liebmann
Chief Data & Innovation
Officer



Simon Burton
CEO, Numero & Maccs



Ste Thompson
CEO, Powster

Sustainability

Voluntary TCFD Reporting in April 2023

Developed sustainability framework against United Nations Sustainable Development Goals, focused on:

Caring for our people and communities

- Vista Group has measured, and is taking steps to minimize, its gender pay gap
- Industry leading employee NPS and wellbeing scores
- 40:40:20 gender diversity (all employees) by 2030

Building greater trust

- ISAE (NZ) 3000 / SAE 3150 controls assurance reviews finalized for Vista Cinema
- Governance Roadshows and Investor Days

Impactful innovation and consuming responsibly

- Baseline greenhouse gas emissions have been verified by Toitū
- Vista Group's first voluntary climate related financial disclosure statement will be published in April 2023



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