



Notice of Annual Meeting

of Shareholders

2023

Notice of 2023 Annual Meeting of Shareholders

Dear Shareholders,

Notice is given that the Annual Meeting of Shareholders of Vista Group International Limited (Vista Group) will be held at our share registrar Link Market Services' offices at Level 30, PwC Tower, 15 Customs Street West, Auckland and online at www.virtualmeeting.co.nz/vgl23 on Thursday, 25th May 2023 commencing at 3:00pm.

Items of Business

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

RESOLUTION

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

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

The Resolution has the unanimous support of the Board.

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



Susan Peterson

Chair of the Board

Vista Group International Limited

26th April 2023

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 2023 financial year.

Important information

Annual Meeting of Shareholders

Shareholders will be able to attend and participate in the Annual Meeting in person at our share registrar Link Market Services' offices located at Level 30, PwC Tower, 15 Customs Street West, Auckland, and virtually via an online platform at www.virtualmeeting.co.nz/vgl23.

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 resolution 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 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 or another Director 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 Resolution. If the Chair or another Director is appointed as proxy and the voting is left to the Director's discretion, each Director intends to vote in favour of the Resolution.

To cast a postal or online vote, or appoint a proxy, go online to vote.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, 23rd May 2023).

Voting Restrictions

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

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 registrar, 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 registrar no later than 3:00pm (New Zealand time) on Tuesday, 23rd May 2023. Any voting/proxy form received after that time will not be valid for the Annual Meeting.

Voting

Voting on the Resolution 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 shareholder.

Voting entitlements for the meeting will be determined as at 5:00pm on Tuesday, 23rd May 2023. 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 registrar, Link Market Services Limited, has been authorised by the Board to receive and count postal votes at the meeting.

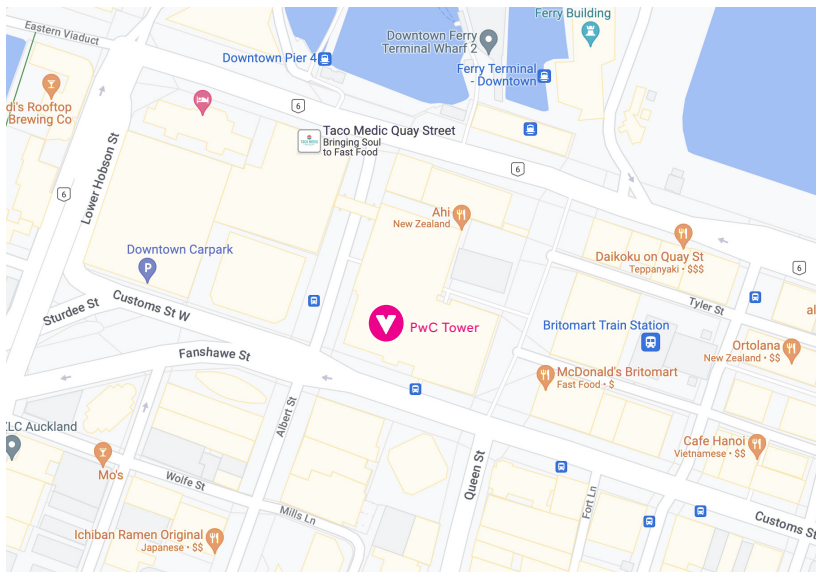
The Resolution is an ordinary resolution and must be passed by a simple majority of the votes of those Shareholders entitled to vote and voting on the Resolution.

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



Directions

The venue for the meeting is located in the PwC Tower which is part of the new Commercial Bay precinct in the Auckland CBD. On arrival in the SkyLobby via the entry on Customs Street West, please select the lift to Level 30 to access the meeting venue at Link Market Services' offices. The PwC Tower is easily accessed from Britomart and the ferry terminal if you are arriving on public transport. There are also public carparking options available, including the Downtown carpark (closest) and Britomart carpark (short walk).





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
vista@linkmarketservices.co.nz
Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand



SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE

CSN/Holder Number:

VOTING / PROXY FORM FOR THE 2023 ANNUAL MEETING

The Annual Meeting of Vista Group International Limited (Vista Group) will be held at the offices of Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at www.virtualmeeting.co.nz/vgl23 on Thursday, 25th May 2023 at 3:00pm (New Zealand time). Vista Group will hold its 2023 Annual Meeting of Shareholders in person and online. If you attend online, you will require your Holder Number for verification purposes.

POSTAL VOTE (DIRECT VOTE)

If you do not plan to attend the Annual Meeting, you may vote by postal vote. Vista Group's share registrar, 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 the Resolution.

Voting Restrictions

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

ATTENDING THE MEETING

The 2023 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/vgl23.

SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

Where the holding is in one name, the shareholder 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.

RETURNING YOUR FORM

Completed Voting/Proxy Forms must be received at the office of Vista Group's share registrar, Link Market Services Limited, no later than 3:00pm (NZ time) on Tuesday, 23rd May 2023. Any Voting/Proxy Form received after that time will not be valid for the Annual 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, 23rd May 2023.

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 addressor 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 at the offices of Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at www.virtualmeeting.co.nz/vgl23 on **Thursday, 25th May 2023 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

ORDINARY RESOLUTION

For

Against

Proxy
Discretion

Abstain

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

STEP 3: 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.