



**VISTA**  
GROUP

## **VISTA GROUP INTERNATIONAL LIMITED**

### **NOTICE OF 2016 ANNUAL MEETING**

Notice is hereby given that the Annual Meeting of Shareholders of Vista Group International Limited ("Vista") will be held on Tuesday, 24<sup>th</sup> May 2016 at 9:30am in the Event Cinemas Gold Class Screen, 291-297 Queen St, Auckland.

### **ITEMS OF BUSINESS**

- Chairman's introduction
- Addresses to shareholders
- Shareholder discussion
- Resolutions.

### **RESOLUTIONS**

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

1. That the Board is authorised to fix the auditors' remuneration;
2. That Susan Peterson be re-elected as a director of Vista; and
3. That Kirk Senior be re-elected as a director of Vista.

Further information relating to these resolutions is set out in the meeting notes accompanying this Notice of Meeting. Please read and consider the resolutions together with the notes.

By order of the Board.

A handwritten signature in black ink, appearing to read 'Kirk Senior', written over a horizontal line.

**Kirk Senior**  
CHAIRMAN  
22 April 2016

## MEETING NOTES

### RESOLUTION 1: APPOINTMENT OF AUDITORS AND AUDITORS' REMUNERATION

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically reappointed unless there is a resolution or other reason for the auditor not to be reappointed. The directors have appointed PricewaterhouseCoopers New Zealand (PwC) as Vista's auditors. PwC is to continue in office. Section 207S of the Companies Act 1993 states that the fees and expenses of an auditor must be fixed by the person who appoints the auditor. Shareholders are being asked to resolve that the directors are authorised to fix the auditors' remuneration.

### RESOLUTIONS 2 AND 3: RE-ELECTION OF DIRECTORS

Two directors are required to retire at this meeting. Susan Peterson and Kirk Senior are retiring by rotation and each being eligible, are offering themselves for re-election. The Board unanimously supports both Susan's and Kirk's re-election.

Each resolution will be voted separately by way of ordinary resolution.

Background details of the directors offering themselves for re-election at this Annual Meeting are set out below.

#### **Susan Peterson**

Susan has a strong financial and governance background gained from a long history with ANZ where she was General Counsel and Company Secretary before moving on to other business leadership roles, including General Manager of the Direct Banking Group, General Manager of Wealth Business and Performance and Managing Director of ANZ's New Zealand Branch. Susan was also a director on many of ANZ's New Zealand subsidiary company boards.

In addition to Vista, Susan is currently an independent director of Trustpower Limited, Wynyard Group Limited, Compac Holdings Limited and The New Zealand Merino Company Limited. Susan also chairs the Audit and Risk Committees for Vista, Wynyard, Compac and The New Zealand Merino Company Limited.

Susan is a Tribunal Member of the NZ Markets Disciplinary Tribunal and a trustee of the Fantail Network Trust. Susan has been a Ministerial Appointee to the National Advisory Council for the Employment of Women and served on the Board of IHC for 8 years.

Vista's Board has determined that Susan is an independent director of Vista.

#### **Kirk Senior**

Kirk brings a strong international film industry background acquired from 18 years with the Village Roadshow Limited Group and 6 years with Vista since 2010. Kirk was formerly CEO (and prior to that, CFO) 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. As part of his role at Village Cinemas Kirk was the Village representative on the Vista JV board in the period from 1996 to 2006.

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

## **IMPORTANT INFORMATION**

### **VOTING**

Voting entitlements for the meeting will be determined as at 5.00pm on Friday, 20th May 2016. Registered shareholders at that time will be the only persons entitled to vote at the meeting (either in person or by proxy) and only the shares registered in those shareholders' names at that time may be voted at the meeting.

### **PROXIES AND CORPORATE REPRESENTATIVES**

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. The Chairman of the meeting or any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. In making such an appointment you acknowledge that the proxy may exercise your vote even if they have an interest in the outcome of that resolution.

### **ONLINE PROXY AND POSTAL VOTING (DIRECT VOTE)**

Direct your proxy how to vote by making the appropriate election either online (see detail below) or on the attached Proxy Form, for each of the 3 items of business. If you do not make an election in respect of a resolution your proxy may vote as they choose. Vista's share registry, Link Market Services Limited (Link), has been authorised by the Board to receive and count postal votes at the meeting.

Shareholders can elect to lodge their proxy appointment or postal vote (direct vote) online on Link's website. Shareholders can either visit the website - [vote.linkmarketservices.com/VGL](http://vote.linkmarketservices.com/VGL) or use the personalised QR code printed on the Voting/Proxy form.

To vote online you will be required to enter your CSN/Holder Number FIN (New Zealand Register) or Holder Number and Postcode (Australian Register).

To cast a postal vote (direct vote) or appoint a proxy, select your preferred voting method and follow the prompts online.

### **PROXY AND POSTAL VOTING FORM**

A Voting/Proxy form accompanies this notice of meeting. Completed Voting/Proxy forms must be received at the office of Vista's share registry, Link Market Services Limited, no later than 1.00pm (NZ time) on Sunday, 22nd May 2016. Any Voting/Proxy Form received after that time will not be valid for the meeting.