



# **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](http://www.virtualmeeting.co.nz/vgl23) on Thursday, 25<sup>th</sup> 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**

26<sup>th</sup> 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](http://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](http://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, 23<sup>rd</sup> 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, 23<sup>rd</sup> 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, 23<sup>rd</sup> 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.

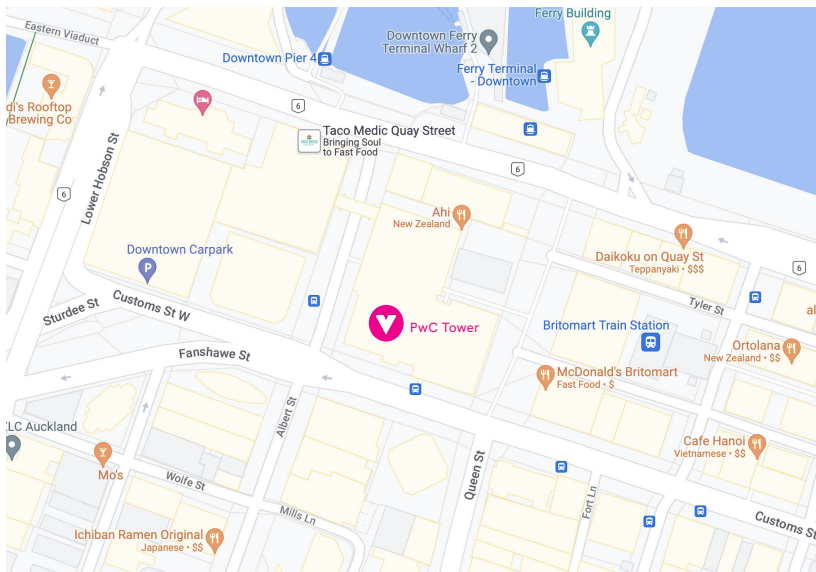
The Resolution is an ordinary resolution and must be passed by a simple majority of the votes of those Shareholders entitled to vote and voting on the Resolution.

## 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).





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