

Vista Group International Limited

Capital Change Notice



This notice is given under the NZX Listing Rules 3.13.1 and 3.15.2 and relates to the exercise of performance rights and share rights under the 2021 Long Term Incentive Scheme (**2021 LTI Scheme**), the 2022 Long Term Incentive Scheme (**2022 LTI Scheme**), the 2023 Long Term Incentive Scheme (**2023 LTI Scheme**), the 2022 Executive Retention Scheme (**2022 Exec Scheme**), the 2023 CEO Retention Scheme (**2023 CEO Scheme**) and the 2023 Senior Management Retention Scheme (**2023 SM Scheme**) pursuant to which participants were granted performance rights and/or share rights which entitle them to receive fully paid ordinary shares in Vista Group International Limited subject to satisfaction of certain vesting conditions.

For the purposes of NZX Listing Rule 3.15.2, after the exercise of the performance rights and share rights detailed in this notice:

- (a) 15,049 Performance Rights under the 2021 LTI Scheme, 41,835 Performance Rights under the 2022 LTI Scheme, and 115,946 Performance Rights under the 2023 LTI Scheme will not be exercised and will lapse as a result of the vesting conditions not having been met;
- (b) 15,049 Share Rights under the 2021 LTI Scheme, 38,986 Share Rights under the 2022 LTI Scheme, 110,260 Share Rights under the 2023 LTI Scheme, and 50,000 Share Rights under the 2023 SM Scheme, will not be exercised and will lapse as a result of the vesting conditions not having been met;
- (c) Zero Performance Rights under the 2021 LTI Scheme, 197,282 Performance Rights under the 2022 LTI Scheme, and 525,912 Performance Rights under the 2023 LTI Scheme, of the same Class will remain to be Converted; and
- (d) Zero Share Rights under the 2021 LTI Scheme, 155,015 Share Rights under the 2022 LTI Scheme, 462,812 Share Rights under the 2023 LTI Scheme, 200,000 Share Rights under the 2022 Exec Scheme, 100,000 Share Rights under the 2023 CEO Scheme, and zero share rights under the 2023 SM Scheme, of the same Class will remain to be Converted.

Section 1: Issuer information	
Name of issuer	Vista Group International Limited (VGL)
NZX ticker code	VGL
Class of financial product	Ordinary Shares
ISIN (If unknown, check on NZX website)	NZVGLE0003S1
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	1,433,160 VGL ordinary shares
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	Nil
Nature of the payment (for example, cash or other consideration)	Upon the vesting of each performance right or share right under the 2021 LTI Scheme, the 2022 LTI Scheme, the 2023 LTI Scheme, the 2022 Exec Scheme, the 2023 CEO Scheme and/or the 2023 SM Scheme, the holder is entitled to one VGL ordinary share for no cash payment.

Amount paid up (if not in full)	Fully paid ordinary shares
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)	0.60664644%
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)	Not applicable
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	<p>Exercise of:</p> <ul style="list-style-type: none"> • 130,809 Performance Rights and 130,809 Share Rights under the 2021 LTI Scheme; • 120,351 Performance Rights and 165,467 Share Rights under the 2022 LTI Scheme; • 183,469 Performance Rights and 252,255 Share Rights under the 2023 LTI Scheme; • 100,000 Share Rights under the 2022 Exec Scheme; • 100,000 Share Rights under the 2023 CEO Scheme; • 250,000 Share Rights under the 2023 SM Scheme, <p>(see details above) authorised by Directors' resolution dated 11 April 2024.</p>
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.	237,676,202 No Treasury Stock held
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	Directors' resolution dated 11 April 2024 pursuant to NZX Listing Rule 4.6.1 and 4.9.1(b).
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	The shares issued are quoted ordinary shares ranking equally with the existing VGL ordinary shares on issue.
Date of issue/acquisition/redemption	15 April 2024

Section 3: Authority for this announcement and contact person

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	15 April 2024