

# Governance Update

23 March 2021



Vista Group  
International  
Limited

2021

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Unless otherwise stated, all information in this presentation is expressed at the date of this presentation and all currency amounts are in NZ dollars.

# Agenda

**01** **Governance Overview** Susan Peterson – Chair

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**02** **Our Strategy**

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**03** **Our People**

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**04** **Our Climate**

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**05** **Summary**

# Governance Overview

## Stepping into the future

### Implementing the succession plan

- Delivering on shareholder request for greater independence
- Future fit capability and experience – global tech, SaaS, growth culture and capital markets expertise
- Delivering on our diversity and inclusion goals

### Separation between governance and management

- Special thanks to Brian Cadzow (retiring 31 March 2021) and Kirk Senior (stepping down from Chair and remaining as Director) for their commitment to the Vista family
- Welcome Claudia Batten (January 2021) and James Miller (August 2021)



DIRECTOR	INDEPENDENCE	APPOINTED	LENGTH OF SERVICE TO 31 DEC 2020
<b>Board as at 31 Dec 2020</b>			
Brian Cadzow*	Non-Independent Director	6 Aug 2003	17yrs, 5mths
Murray Holdaway	Non-Independent Director	6 Aug 2003	17yrs, 5mths
Kirk Senior	Non-Independent Director	3 Jun 2014	6yrs, 7mths
Susan Peterson	Independent Director	3 Jun 2014	6yrs, 7mths
James Ogden	Independent Director	3 Jun 2014	6yrs, 7mths
Cris Niccoli	Independent Director	17 Feb 2017	3yrs, 11mths
<b>2021 Appointees</b>			
<i>Claudia Batten</i>	<i>Independent Director</i>	<i>1 Jan 2021</i>	<i>-</i>
<i>James Miller</i>	<i>Independent Director</i>	<i>31 Aug 2021</i>	<i>-</i>

\* Resigned 31 Mar 2021

# Director Remuneration

## Stepping into the future

- ASM request for Director's fee pool changes to facilitate the transition
- No increase in Director's fee pool since listing in 2014
- Current Director's fee pool = \$500k for five Directors
- Proposed Director's fee pool = \$725k for six Directors

	Mar 2021	Mar 2022	
Director (NZ\$)	Adjusted Full Costs*	Adjusted Full Costs*	YoY Change
Murray Holdaway	240,000	247,000	7,000
Kirk Senior (nine months as executive)	424,739	-	(424,739)
<b>Remuneration as Executives</b>	<b>664,739</b>	<b>247,000</b>	<b>(417,739)</b>
Cris Nicolli	110,000	110,000	-
James Ogden	110,000	110,000	-
Susan Peterson	180,000	180,000	-
Brian Cadzow (resigned 31 Mar 2021)	85,000	-	(85,000)
Kirk Senior (three months as director)	23,570	95,000	71,250
Claudia Batten (appointed 1 Jan 2021)	23,750	95,000	71,250
James Miller (appointed 31 Aug 2021)	-	55,417	55,417
<b>Remuneration of Directors</b>	<b>532,500</b>	<b>645,417</b>	<b>112,917</b>
<b>Total</b>	<b>1,197,239</b>	<b>892,417</b>	<b>(304,822)</b>

\* Potential full costs of Directors Fees and/or Executive Remuneration. Actual fees and Remuneration were less in 2020 due to non-achievement of STI/LTI and less in 2021 due to salary sacrifice during COVID-19 pandemic and consequent non-achievement of STI/LTI

# Our Strategy

## Stepping into the future

### 2020

- Innovation at our heart
- Vista Cloud and SaaS everywhere
- Completed 'simplify' strategy, already seeing success
- Re-shaped cost base, transitioned from drive for market share to sustained profitable growth
- Retained talent
- Gained customers

### 2021

- Innovation at our heart – Vista Cloud
- Continued operational discipline – near term focus on cash, ARR<sup>1</sup> recovery and expansion of SaaS
- Expansion into attractive 'white spaces' across the world of movies
- Greater transparency in our reporting (financial, ESG<sup>2</sup>/TCFD<sup>3</sup> and remuneration)
- Talent development

1) ARR is Annual Recurring Revenue  
2) ESG is Environmental, Social and Governance  
3) TCFD is the Taskforce for Climate-related Disclosures

# Key Group metrics – examples of what will drive us in 2021

Stepping into the future

Recurring Revenue

**\$66m**

SaaS Revenue

**\$28m**

Sites on Vista Cloud / Digital

**1**

Movio Connections

**2.3b<sup>1</sup>**

Distributors on mica

**6 live**

% of Cinemas Open US:EU

**40% : 20%**

1. Total number of emails, SMS, and push notifications sent to moviegoers by Movio Cinema exhibitors

# Our People

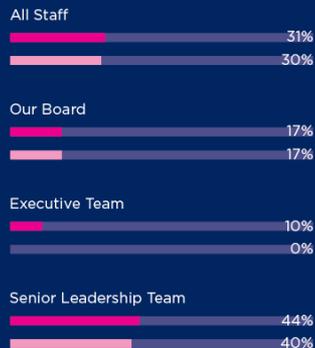
## Stepping into the future

- Talent attraction, retention and world-class culture are our greatest priorities
- Engaging our people and supporting their excellence through
  - A strong vision as world-leading innovators
  - Wellbeing
  - Diversity and Inclusion
- Share based incentives for majority of staff (potentially expanded in 2022) – ‘Vista is our company’ (NB: US portion of scheme requires shareholder approval)

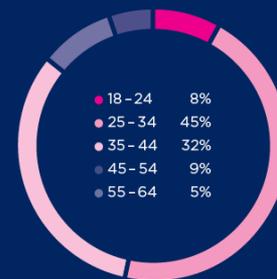
As at 31 December 2020

### Female representation

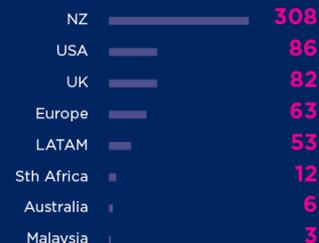
● 2020 ● 2019



### Age distribution



### Regional distribution



**17** countries  
our people  
are spread  
across

**32** languages  
spoken

# Leadership

Stepping into the future

## Closing out 2020

- Leadership Team
  - Stable and experienced
  - Separation between governance and management
  - More integrated Group structure
- Diversity and inclusion

## What to expect in 2021/22

- Extending participation in equity programmes
- Development and succession planning
- Results driven incentives
- Diversity and inclusion

## Vista Group Management



Kimbal Riley  
Group CEO



Matt Cawte  
CFO



Evan Bateup  
Chief People Officer



Kelvin Preston  
General Counsel



Holly Jones  
Head of Marketing



Jason Madsen  
Commercial Director

## Group Companies Leadership



William Palmer  
CEO Movio



Leon Newnham  
CEO Vista Cinema



Simon Burton  
CEO Numero Maccs



Ste Thompson  
CEO Powster

# Our Climate

Stepping into the future

## Closing out 2020

- Board leadership
- CEO and Head of Risk and Sustainability accountability
- Adopting approved frameworks for reporting (TCFD)
- Listening to our people and communities and playing our part

## What to expect in 2021/22

- Better understanding of our own climate risks
- Developing a climate plan with integrity
- Greater reporting transparency
- Increasing employee led initiatives

# Summary

## Stepping into the future

- A strong performance through the global pandemic has built our confidence
- Our priority will always be *he tangata* – good governance, great customer relationships and looking after our team
- Relentless innovation and growing into the ‘white spaces’ in the world of movies
- Strengthening our risk management framework and increasing transparency in our reporting
- Maintaining strong operational discipline

## Key management themes 2021

01

Bring moviegoers back



02

Build beautiful and powerful software



03

Create value through insights

04

Admired company

A vertical pink bar is located on the left side of the slide, extending from the top to the bottom.

Enhancing the  
moviegoer experience



**VISTA**  
GROUP