

# Vista Group International Limited

## Capital Change Notice



Section 1: Issuer information	
Name of issuer	Vista Group International Limited
NZX ticker code	VGL
Class of financial product	(1) Performance Rights. (2) Share Rights.
ISIN (If unknown, check on NZX website)	NZVGLE0003S1
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	(1) 825,327 Performance Rights. (2) 825,327 Share Rights.
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	(1) Performance Rights issued under the 2023 LTI Scheme for nil consideration. (2) Share Rights issued under the 2023 LTI Scheme for nil consideration.
Nature of the payment (for example, cash or other consideration)	N/A
Amount paid up (if not in full)	N/A
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)	(1) 100% of the Performance Rights under the 2023 LTI Scheme. (2) 100% of the Share Rights under the 2023 LTI Scheme.
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)	<p><b>Performance Rights</b></p> <p>Each Performance Right represents upon vesting an entitlement to be issued an Ordinary Share in the Company subject to the achievement of certain Group recurring revenue targets in each year during the three year term of the 2023 LTI Scheme.</p> <p>The Performance Rights have a nil exercise price and, provided the Group recurring revenue targets are achieved, are due to vest as follows:</p> <ul style="list-style-type: none"> <li>• 275,109 Performance Rights due to vest on 15 April 2024.</li> <li>• 275,109 Performance Rights due to vest on 15 April 2025.</li> <li>• 275,109 Performance Rights due to vest on 15 April 2026.</li> </ul> <p>Performance Rights that do not vest in 2024 or 2025 are eligible to vest in the following performance period provided the relevant Group recurring revenue target for that performance period is achieved.</p> <p><b>Share Rights</b></p> <p>Each Share Right represents upon vesting an entitlement to be issued an Ordinary Share in the Company, subject</p>

	<p>to the vesting condition that the relevant employee remains an employee of the Company or one of its subsidiaries up to and including the vesting date in the relevant year during the three year term of the 2023 LTI Scheme. The vesting dates of the Share Rights are as follows:</p> <ul style="list-style-type: none"> <li>• 275,109 Share Rights due to vest on 15 April 2024.</li> <li>• 275,109 Share Rights due to vest on 15 April 2025.</li> <li>• 275,109 Share Rights due to vest on 15 April 2026.</li> </ul>
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	<p>The motivation, reward and retention of employees of the Company and its subsidiaries.</p> <p>Board resolutions dated 16 March 2023 approving the grant of Performance Rights and Share Rights under the 2023 LTI Scheme.</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.	<p>(1) 1,848,455 Performance Rights.</p> <p>(2) 4,612,548 Share Rights.</p> <p>There is no Treasury Stock.</p>
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	Board resolutions dated 16 March 2023 and Listing Rule 4.6.1.
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	Any Ordinary Shares in the Company issued on vesting of a Performance Right and/or a Share Right will rank equally with all other fully paid Ordinary Shares in the Company.
Date of issue/acquisition/redemption	20 March 2023
<b>Section 3: Authority for this announcement and contact person</b>	
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	20 March 2023