

VISTA GROUP INTERNATIONAL LIMITED

Notice of Meeting

2020

Annual Meeting of Shareholders





VISTA GROUP INTERNATIONAL LIMITED

NOTICE OF 2020 ANNUAL MEETING OF SHAREHOLDERS

Due to the current COVID-19 pandemic, Vista Group International Limited (Vista Group) will hold its 2020 Annual Meeting of Shareholders online only.

Notice is given that the Annual Meeting of Shareholders of Vista Group will be held online at www.virtualmeeting.co.nz/vgl20 on Thursday, 28th May 2020 at 3:00pm.

ITEMS OF BUSINESS

- Chair's introduction and address
- Chief Executive Officer's address
- Resolutions
- General business and shareholder discussion

RESOLUTIONS

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

Resolution 1

That the Board is authorised to fix the fees and expenses of PwC as auditor for the ensuing year.

Resolution 2

Having retired by rotation, that Brian Cadzow be re-elected as a Director of Vista Group.

Resolution 3

Having retired by rotation, that James Ogden be re-elected as a Director of Vista Group.

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

By order of the Board of Directors.

Kirk Senior

Chair of the Board of Directors

Vista Group International Limited

28 April 2020

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 2020 financial year.

RESOLUTIONS 2 AND 3: RE-ELECTION OF DIRECTORS

In accordance with NZX Listing Rule 2.7.1, Brian Cadzow and James Ogden retire by rotation and, each being eligible, offer themselves for re-election.

The Board (other than Brian Cadzow and James Ogden in respect of their own positions) unanimously recommends that you vote in favour of the re-election of each of Brian Cadzow and James Ogden as Directors. The Board supports their re-election as the Board considers their experience and skill sets contribute to the overall mix of functional and strategic competencies required by Vista Group.

For the purposes of the NZX Listing Rules, in the Board's view:

- if Brian Cadzow is re-elected as Director, he will not qualify as an Independent Director; and
- if James Ogden is re-elected as Director, he will qualify as an Independent Director.

Brief biographical details of each of Brian Cadzow and James Ogden are set out below:

Brian Cadzow

Brian is one of the co-founders of Vista Group. He has had a long career in finance positions in the Industrial, Media, Transport and Technology sectors for listed and private companies. He operated his own consulting business for 10 years with Vista Group a major client before he joined them as a full-time employee in 2008. Brian brings the experience of understanding the market in which Vista Group operates and the background behind many of the transactions that have built up the combined Vista Group of companies.

Brian is also on the Board of the Titirangi Golf Club.

James Ogden

James brings strong financial expertise to the Board as well as governance experience across a broad range of industries. James also chairs the Audit and Risk Committee for Vista Group. He has had a distinguished career as an investment banker for over a decade and for eight years he worked in the New Zealand dairy industry in chief executive and finance roles. In addition to Vista Group, James is also a director of Summerset Group Holdings Limited. James chairs the special division of the New Zealand Markets Disciplinary Tribunal and chairs the Investment Committee of Pencarrow Private Equity. James' previous directorships include The Warehouse Group Limited, Alliance Group Limited, New Zealand Post Limited and Kiwibank Limited. He was also a Member of the Council of Victoria University of Wellington.

IMPORTANT NOTICE

VIRTUAL ANNUAL MEETING OF SHAREHOLDERS

Shareholders will only be able to attend and participate in the Annual Meeting virtually via an online platform provided by our share registrar, Link Market Services Limited, at www.virtualmeeting.co.nz/vgl20. Shareholders attending and participating in the Annual Meeting virtually via the online platform will be able to vote and ask questions during the Annual 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>.

PROXIES

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy, who need not be a shareholder, to attend and vote instead of that shareholder by completing and returning the enclosed proxy form. If a shareholder appoints a proxy that shareholder may either direct the proxy how to vote or give the proxy discretion to vote as that proxy sees fit. If the shareholder wishes to give the proxy discretion then the shareholder must mark the appropriate boxes on the proxy form to grant the proxy that discretion. If the shareholder does not tick any box for a particular resolution, then the instruction will be to “abstain”. Shareholders can elect to vote their proxies on-line by visiting www.virtualmeeting.co.nz/vgl20 or by scanning the QR code on the proxy form using a smartphone.

NZX REGISTER HOLDERS

Shareholders will need to enter their CSN/Holder Number and Authorisation Code (FIN) to securely complete the proxy appointment.

ASX REGISTER HOLDERS

Shareholders will need to enter their Holder Number and postcode to securely complete their proxy appointment. If a shareholder wishes to mail the proxy form then it should be sent to our share registry, Link Market Services Limited, using the freepost envelope incorporated into the form. Alternatively, shareholders can scan and email the completed proxy form to meetings@linkmarketservices.co.nz, or New Zealand based shareholders may fax the form to (09) 375 5990 and overseas shareholders may fax it to +64 9 375 5990. The completed proxy form must be received by the share registry no later than 3.00pm (New Zealand time) on 26 May 2020. Any proxy form received after that time will not be valid for the Annual Meeting.

VOTING

Voting on all of the resolutions 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 that shareholder.

Voting entitlements for the meeting will be determined as at 7.00pm (New Zealand time) on 26 May 2020. 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 Annual Meeting

Resolutions 1, 2 and 3 are ordinary resolutions and must be passed by a simple majority of the votes of those shareholders of Vista Group entitled to vote and voting on the resolutions.

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 21 108 9376.



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