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**Notice of  
Annual Meeting  
of Shareholders**

**2024**

# Notice of 2024 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 Link Market Services' offices at Level 30, PwC Tower, 15 Customs Street West, Auckland and online at [virtualmeeting.co.nz/vgl24](https://virtualmeeting.co.nz/vgl24) on Tuesday, 21 May 2024 commencing at 3:00pm.

## Items of Business

- Chair's introduction and address
- CEO'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 PricewaterhouseCoopers as auditor for the ensuing year.

### Resolution 2

That Susan Peterson be re-elected as a Director of Vista Group.

### Resolution 3

That Murray Holdaway be re-elected as a Director of Vista Group.

### Resolution 4

That Claudia Batten be re-elected as a Director of Vista Group.

All Resolutions have the unanimous support of the Board.

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.



**Susan Peterson**

Chair of the Board

**Vista Group International Limited**

19<sup>th</sup> April 2024

## 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 Vista Group's auditors at the Annual Meeting. Shareholders are being asked to resolve that the Board be authorised to fix the remuneration of PricewaterhouseCoopers as Vista Group's auditors for the 2024 financial year.

### RESOLUTION 2, 3 AND 4: RE-ELECTION OF DIRECTORS

In accordance with NZX Listing Rule 2.7.1, Susan Peterson, Murray Holdaway and Claudia Batten all retire by rotation and, each being eligible, offer themselves for re-election. The Board (other than Susan Peterson, Murray Holdaway and Claudia Batten with respect of their own positions) unanimously recommends that you vote in favour of the re-election of Susan Peterson, Murray Holdaway and Claudia Batten as Directors. The Board supports their re-election as it considers their respective 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 Susan Peterson is re-elected as Director, she will qualify as an Independent Director;
- if Murray Holdaway is re-elected as Director, he will not qualify as an Independent Director; and
- if Claudia Batten is re-elected as Director, she will qualify as an Independent Director.

**Brief biographical details of each of Susan Peterson, Murray Holdaway and Claudia Batten are set out below:**



**SUSAN PETERSON**

Susan is an experienced business leader with a particular interest in helping companies to drive growth through technology, innovation and organisational culture.

Susan has been a director of Vista Group since 3 June 2014 and was appointed as Chair on 1 January 2021. Susan is an Independent Director of Xero, Mercury and Arvida Group. She is also a Board member of Craigs Investment Partners and Global Women. Susan was previously an Independent Director of Property for Industry, Trustpower and ASB Bank and has been a finalist in the Westpac New Zealand Women of Influence Awards.



**MURRAY HOLDAWAY**

Murray is the co-founder and product visionary of Vista Cinema. Murray was the CEO of Vista Group from its IPO in 2014 until 2018.

Prior to Vista, Murray was a founder of Madison Systems, a joint venture partner in Vista Cinema when it was formed in 1996. Murray has over 20 years' experience in building innovative software for the film industry.



**CLAUDIA BATTEN**

Claudia is a founding member of two highly successful entrepreneurial ventures. She was a founding member of US company Massive Inc, a network for advertising in video games, acquired by Microsoft in 2016, and a co-founder of Victor & Spoils, the first advertising agency built on crowdsourcing principles, acquired by Havas Worldwide in 2011.

Claudia has significant public company governance experience, including as the current Chair of NZX and ASX listed digital travel company Serko, and an Independent Director of Air New Zealand.

Claudia is a strong supporter of New Zealand start-ups as an active mentor and adviser. In 2018, Claudia was recognised in the NZ Hi-Tech Hall of Fame as a 'Flying Kiwi'.

## Important information

### Annual Meeting of Shareholders

Shareholders will be able to attend and participate in the Annual Meeting in person at Link Market Services' offices located at Level 30, PwC Tower, 15 Customs Street West, Auckland, and virtually via an online platform at [virtualmeeting.co.nz/vgl24](https://virtualmeeting.co.nz/vgl24).

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 resolutions 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 [bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf](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 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 Resolutions. 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 Resolutions.

To cast a postal or online vote, or appoint a proxy, go online to [vote.linkmarketservices.com/VGL](https://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 Sunday, 19 May 2024).

### Voting Restrictions

No Voting Restrictions (as defined in the NZX Listing Rules) apply to the Resolutions.

### 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](mailto: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 Sunday, 19 May 2024. Any voting/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 shareholder.

Voting entitlements for the meeting will be determined as at 5:00pm on Friday, 17 May 2024. 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.

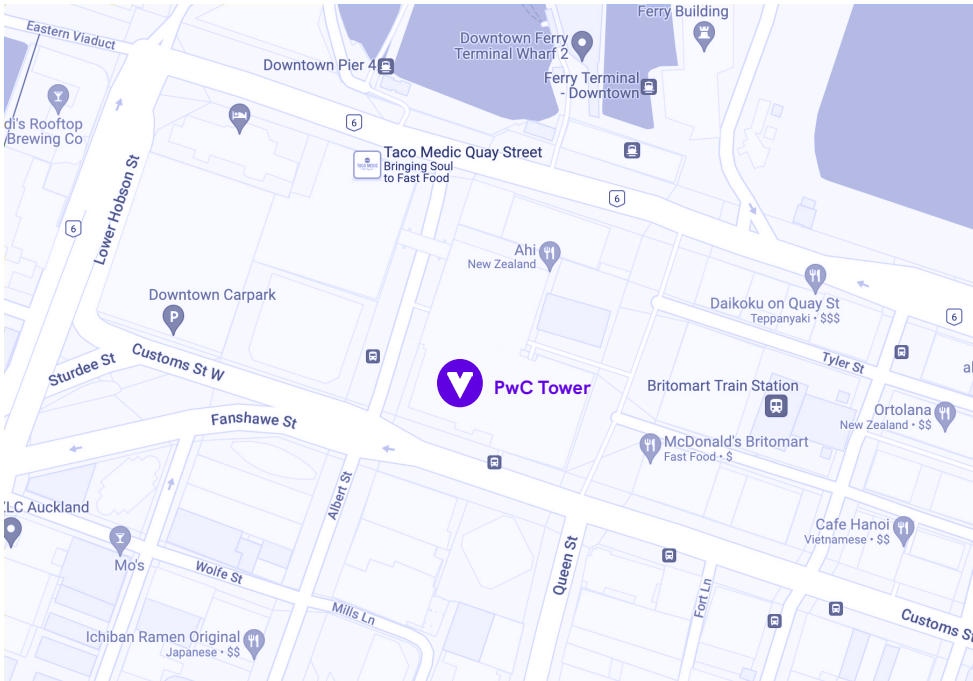
All of the Resolutions are ordinary resolutions and must be passed by a simple majority of the votes of those Shareholders entitled to vote and voting on those Resolutions.

## 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 9 984 4570.

## Directions and parking

### How to get to the Annual Meeting



### Directions

The venue for the Annual Meeting is located in the PwC Tower which is part of the 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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**Vista Group International Limited**

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[info@vistagroup.co.nz](mailto:info@vistagroup.co.nz)  
[vistagroup.co](http://vistagroup.co)



**LODGE YOUR PROXY / POSTAL VOTE****Online**  
vote.linkmarketservices.com/VGL**Scan&Email**  
meetings@linkmarketservices.com**Deliver in person**  
Link Market Services Limited  
Level 30, PwC Tower,  
15 Customs Street West  
Auckland 1010**Mail**  
Link Market Services Limited  
PO Box 91976  
Auckland 1142  
New Zealand**General enquiries**  
+64 9 375 5998  
[vista@linkmarketservices.co.nz](mailto:vista@linkmarketservices.co.nz)**SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE**

Holder Number:

**VOTING / PROXY FORM FOR THE 2024 ANNUAL MEETING**

The Annual Meeting of Vista Group International Limited (Vista Group) will be held at the offices of Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at [www.virtualmeeting.co.nz/vgl24](http://www.virtualmeeting.co.nz/vgl24) on Tuesday, 21 May 2024 at 3:00pm (New Zealand time). Vista Group will hold its 2024 Annual Meeting of Shareholders in person and online. If you attend online, you will require your Holder Number for verification purposes.

**POSTAL VOTE (DIRECT VOTE)**

If you do not plan to attend the Annual Meeting, you may vote by postal vote. Vista Group's share registrar, Link Market Services Limited, has been authorised by the Board to receive and count postal votes at the meeting. Vote by making the appropriate election, either online or on this form, in respect of each item of business. If you make more than one election in respect of a resolution your vote will be invalid for that resolution. If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution. If you complete the postal vote section and also appoint a proxy, then your postal vote will be cast and your proxy appointment will not be counted, but your proxy may still attend the meeting on your behalf. If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or proxy has been appointed, it will be deemed to be a postal vote.

**APPOINTMENT OF PROXY**

Any shareholder who is entitled to attend and vote at the meeting may appoint a proxy (or representative in the case of a corporate shareholder) to attend and vote in their place. A proxy need not be a shareholder of Vista Group. If you return this form or appoint a proxy online without directing the proxy how to vote on any particular resolution, you will be deemed to have given your proxy discretion as to whether and how to vote on that resolution.

**Appointing the Chair of the meeting or a Director as your proxy**

The Chair of the meeting or any other Director is willing to act as proxy for any shareholders who appoints her or him for that purpose. In making such an appointment you acknowledge that they may exercise your vote even if they have an interest in the outcome of that Resolution. If the Chair or a Director is appointed as proxy and the voting is left to her or his discretion, the Chair or Director intends to vote in favour of the Resolution.

**Voting Restrictions**

No Voting Restrictions (as defined in the NZX Listing Rules) apply to the Resolution.

**ATTENDING THE MEETING**

The 2024 Annual Meeting will be held in person and online. If you propose to attend the Annual Meeting in person, please bring this Admission Card/Proxy Form intact to the meeting, the barcode is required for registration at the meeting. Shareholders can attend the online Annual Meeting at [www.virtualmeeting.co.nz/vgl24](http://www.virtualmeeting.co.nz/vgl24).

**SIGNING INSTRUCTIONS FOR PROXY FORMS****Individual**

Where the holding is in one name, the shareholder must sign.

**Joint holding**

Where the holding is in more than one name, either joint shareholder (or their duly authorised attorney) may sign.

**Power of Attorney**

If this Proxy Form has been signed by an attorney, a copy of the power of attorney under which it was signed must accompany this Proxy Form.

**Company**

This Proxy Form must be signed by a duly authorised officer or attorney. Persons who sign on behalf of a company must be acting with the company's express or implied authority.

**RETURNING YOUR FORM**

Completed Voting/Proxy Forms must be received at the office of Vista Group's share registrar, Link Market Services Limited, no later than 3:00pm (NZ time) on Sunday, 19 May 2024. Any Voting/Proxy Form received after that time will not be valid for the Annual Meeting.

**ONLINE PROXY AND POSTAL VOTING (DIRECT VOTE)**

To cast an online postal vote or appoint a proxy online please go to [vote.linkmarketservices.com/VGL](http://vote.linkmarketservices.com/VGL)

Holders on the New Zealand Register will require their CSN/Holder Number and FIN to vote online.

Holders on the Australian Register will require their Holder Number and postcode to vote online.

Online proxy appointments or online postal votes (direct votes) must be lodged no later than 3:00pm (NZ time) on Sunday, 19 May 2024.

Go online to [vote.linkmarketservices.com/VGL](http://vote.linkmarketservices.com/VGL) to vote or give directions to your proxy or turn over to complete the form.

**VOTING / PROXY FORM****STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF****POSTAL VOTING**

**I wish to vote by postal vote (please tick the box).**  
My voting intention is indicated in the resolution section below.

**APPOINT A PROXY TO VOTE ON YOUR BEHALF**

I/We being a shareholder/s of Vista Group International Limited

hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
name email address

or failing him/her \_\_\_\_\_ of \_\_\_\_\_  
name email address

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy will vote as he/she sees fit, subject to any applicable restrictions in the NZX Listing Rules and the ASX Listing Rules) at the Annual Meeting of Vista Group International Limited to be held at the offices of Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at [www.virtualmeeting.co.nz/vgl24](http://www.virtualmeeting.co.nz/vgl24) on **Tuesday, 21 May 2024 at 3:00pm** (New Zealand time) and at any adjournment of that meeting. If you wish, you may appoint as your proxy 'The Chair of the Meeting' or any other Director.

**STEP 2: ITEMS OF BUSINESS – POSTAL VOTE/PROXY VOTING INSTRUCTIONS**

**Please note:** If you mark the 'Abstain' box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority. Proxy discretion is not applicable when voting by postal vote.

ORDINARY RESOLUTION		Tick (✓) in box to vote			
		For	Against	Proxy Discretion	Abstain
Resolution 1	That the Board is authorised to fix the fees and expenses of PricewaterhouseCoopers as auditor for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	That Susan Peterson be re-elected as a Director of Vista Group.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	That Murray Holdaway be re-elected as a Director of Vista Group.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	That Claudia Batten be re-elected as a Director of Vista Group.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3: SIGN - SIGNATURE OF SHAREHOLDER(S)** This section must be completed.

Shareholder 1

Shareholder 2

Shareholder 3

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**Electronic Investor Communication:**

If you received the Notice of Meeting & Proxy by mail and you wish to receive your future communications by email please provide your email address below.