

LODGE YOUR PROXY / POSTAL VOTE

Online

vote.cm.mpms.mufig.com/VGL

Scan&Email

meetings.nz@cm.mpms.mufig.com

Deliver in person

MUFG Corporate Markets
Level 30, PwC Tower,
15 Customs Street West
Auckland 1010

Mail

MUFG Corporate Markets
PO Box 91976
Auckland 1142
New Zealand

General enquiries

+64 9 375 5998
vista@cm.mpms.mufig.com

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE



Holder Number:

VOTING / PROXY FORM FOR THE 2025 ANNUAL MEETING

The Annual Meeting of Vista Group International Limited (**Vista Group**) will be held at the offices of MUFG Pension & Market Services, at Level 30, PwC Tower, 15 Customs Street West, Auckland and online at www.virtualmeeting.co.nz/vgl25 on Wednesday, 21 May 2025 at 3:00pm (New Zealand time). Vista Group will hold its 2025 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, MUFG Corporate Markets, 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 them 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. Other than Resolution 4, if the Chair or a Director is appointed as proxy and the voting is left to their discretion, the Chair or Director intends to vote in favour of the Resolution. The Chair or Director will abstain from voting any discretionary proxies in respect of Resolution 4.

Voting Restrictions

No Voting Restrictions (as defined in the NZX Listing Rules) apply to Resolutions 1, 2 or 3. However, the non-executive Directors and their associated persons are disqualified from voting on Resolution 4,

including any discretionary proxies. Any votes cast on Resolution 4 by non-executive Directors and their associated persons will be disregarded except where they have been cast by the non-executive Director or their associated person as an expressly directed proxy.

ATTENDING THE MEETING

The 2025 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/vgl25.

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, MUFG Corporate Markets, no later than 3:00pm (NZ time) on Monday, 19 May 2025. 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.cm.mpms.mufig.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 Monday, 19 May 2025.

Go online to vote.cm.mpms.mufig.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 addressor 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 MUFG Pension & Market Services, at Level 30, PwC Tower, 15 Customs Street West, Auckland and online at www.virtualmeeting.co.nz/vgl25 on **Wednesday, 21 May 2025 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.

All of these resolutions have the unanimous support of the Board.

		Tick (✓) in box to vote			
ORDINARY RESOLUTION		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 James Miller be re-elected as a Director of Vista Group.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	That Cristiano (Cris) Nicolli be re-elected as a Director of Vista Group.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	That the maximum aggregate annual remuneration payable to non-executive Directors be increased by \$265,000, from \$725,000 to \$990,000 (plus GST as appropriate) for six Directors.	<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.