

**Online**

vote.linkmarketservices.com/VGL

**Scan&Email**

meetings@linkmarketservices.com

**Mail**

MUFG Corporate Markets

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**Deliver in person**

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**General enquiries**

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[vista@linkmarketservices.co.nz](mailto:vista@linkmarketservices.co.nz)**SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE**

Holder Number:

**POSTAL VOTING / PROXY FORM FOR THE 2024 SPECIAL MEETING**

The Special Meeting of Vista Group International Limited (Vista Group) will be held at the offices of MUFG Corporate Markets, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at [www.virtualmeeting.co.nz/vglsm24](http://www.virtualmeeting.co.nz/vglsm24) on Friday, 15 November 2024 at 10:00am (New Zealand time). Vista Group will hold its Special Meeting of Shareholders in person and online. If you attend online, you will require your Holder Number for verification purposes. **Use this form to submit a postal vote for the Special Meeting or appoint a proxy to vote at the Special Meeting on your behalf.**

**POSTAL VOTE (DIRECT VOTE)**

If you do not plan to attend the Special Meeting, you may vote by postal vote. To do so, either tick the "Postal Voting" box below and return this form as a postal vote or submit an online postal vote (see "Online Proxy Appointment and Online Postal Voting" below). 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 submit a 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. Your proxy may still attend the meeting on your behalf but will not be entitled to cast any votes attaching to your shares in Vista Group. 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. Vista Group's share registrar, MUFG Corporate Markets (formerly Link Market Services Limited), has been authorised by the Board to receive and count postal votes at the meeting.

**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 the meeting 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. If you make more than one election in respect of a resolution, then you will be treated as having directed your proxy to abstain from voting 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.

**Voting Restrictions**

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

**ATTENDING THE MEETING**

The Special Meeting will be held in person and online. If you propose to attend the Special Meeting in person, please bring this form intact to the meeting as your admission card, as the barcode is required for registration at the meeting. Shareholders can attend, and vote at, the online Special Meeting at:

[www.virtualmeeting.co.nz/vglsm24](http://www.virtualmeeting.co.nz/vglsm24).

**SIGNING INSTRUCTIONS FOR THIS FORM**

**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 form has been signed by an attorney, a copy of the power of attorney under which it was signed, and an appropriate certificate of non-revocation, must accompany this form.

**Company:** This 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**

Please return completed forms (either casting a postal vote or appointing a proxy) so that they are received at the office of Vista Group's share registrar, MUFG Corporate Markets (formerly Link Market Services Limited), by 10:00am (NZ time) on Wednesday, 13 November 2024. Any postal vote received after that time will not be counted.

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

As an alternative to completing and returning this form, you can cast an online postal vote or appoint a proxy online. To do so, 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. Holders on the Australian Register will require their Holder Number. Please submit your online proxy vote or online proxy appointment by 10:00am (NZ time) Wednesday, 13 November 2024. Any online postal vote received after that time will not be counted.

**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.**

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

To cast a postal vote, tick the box below under "Postal Voting" and then indicate your votes under Step 2. To appoint a proxy, complete the section below under "Appoint a Proxy to Vote on Your Behalf" and then indicate your voting directions under Step 2.

**POSTAL VOTING**

I/we wish to vote by postal vote (please tick the box).  
My/our votes are as indicated under Step 2 below.

**OR****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 Special Meeting of Vista Group International Limited to be held at the offices of MUFG Corporate Markets, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at [www.virtualmeeting.co.nz/vgism24](http://www.virtualmeeting.co.nz/vgism24) on **Friday, 15 November 2024 at 10:00am** (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, and (a) you are submitting a postal vote then you are not voting on the resolution; or (b) you are appointing a proxy, you are directing your proxy to not vote on your behalf. In either case, your votes will not be counted in calculating the required majority. Proxy discretion is not applicable when voting by postal vote.

Tick (✓) in box to vote

**ORDINARY RESOLUTIONS**

For Against Proxy Discretion Abstain

<p><b>Resolution 1</b> That pursuant to section 153 of the Companies Act 1993 and clause 13.3 of Vista Group International Limited's constitution, Amitesh Chand be appointed as a director of Vista Group International Limited with effect from the end of the meeting of Vista Group International Limited at which this resolution is passed.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**Your directors unanimously strongly recommend shareholders vote AGAINST Resolution 1.**

<p><b>Resolution 2</b> That pursuant to section 156 of the Companies Act 1993 and clause 13.6 of Vista Group International Limited's constitution, Susan Peterson be removed as a director of Vista Group International Limited with effect from the end of the meeting of Vista Group International Limited at which this resolution is passed.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**Your directors (other than Susan Peterson, who abstains) strongly recommend shareholders vote AGAINST Resolution 2.**

<p><b>Resolution 3</b> That pursuant to section 156 of the Companies Act 1993 and clause 13.6 of Vista Group International Limited's constitution, Kirk Senior be removed as a director of Vista Group International Limited with effect from the end of the meeting of Vista Group International Limited at which this resolution is passed.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**Your directors (other than Kirk Senior, who abstains) strongly recommend shareholders vote AGAINST Resolution 3.**

**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.