



LODGE YOUR PROXY / POSTAL VOTE

Online

vote.linkmarketservices.com/VGL

Scan&Email

meetings@linkmarketservices.com

Mail

Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

Deliver in person

Link Market Services Limited,
Level 11, Deloitte Centre
80 Queen Street, Auckland 1010

General enquiries

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vista@linkmarketservices.co.nz Link
Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE



CSN/Holder Number:

VOTING / PROXY FORM FOR THE 2021 ANNUAL MEETING

Annual Meeting of Vista Group International Limited to be held online at www.virtualmeeting.co.nz/vgl21 on Wednesday, 26th May 2021 at 3:00pm (New Zealand time). Vista Group International Limited (Vista Group) will hold its 2021 Annual Meeting of Shareholders online only. If you will be attending 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 registry, 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 each of Resolutions (1) to (4) and Resolution (6). The Chair or Director will abstain from voting on any discretionary proxies in respect of Resolution (5).

Voting restrictions

Vista Group will disregard any votes cast in favour of Resolution (5) by the Chair or any other Non-Executive Director of Vista Group and any of her or his associated persons (at that term "associated persons" is defined in the NZX Listing Rules).

Vista Group need not disregard a vote cast in favour of Resolution (5) if it is cast by a Non-Executive Director as proxy for a person who is entitled to vote, in accordance with an express direction on this proxy form.

ATTENDING THE MEETING

The 2021 Annual Meeting will be held online only and shareholders can attend at www.virtualmeeting.co.nz/vgl21.

SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

Where the holding is in one name, the security holder 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.

Completed Voting/Proxy Forms must be received at the office of Vista Group's share registry, Link Market Services Limited, no later than 3:00pm (NZ time) on Monday, 24th May 2021. Any Voting/Proxy Form received after that time will not be valid for the 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

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, 24th May 2021.

Go online to 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 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 online at www.virtualmeeting.co.nz/vgl21 on **Wednesday, 26th May 2021 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.

		Tick (✓) in box to vote			
ORDINARY RESOLUTIONS		For	Against	Proxy Discretion	Abstain
Resolution 1	That the Board is authorised to fix the fees and expenses of PwC 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"/>
Resolution 5	That the maximum aggregate annual remuneration payable to Non-Executive Directors be increased by \$225,000, from \$500,000 to \$725,000 (plus GST as appropriate).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	That the Vista Group Recognition Scheme Rules be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP3: 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.