



## VISTA GROUP INTERNATIONAL LIMITED

### NOTICE OF 2018 ANNUAL MEETING

Notice is hereby given that the Annual Meeting of Shareholders of Vista Group International Limited ("Vista") will be held on Wednesday, 23rd May 2018 at 3:00pm at Event Cinemas Screen 6, 291-297 Queen St, Auckland.

### ITEMS OF BUSINESS

- Chairman's introduction
- Addresses to shareholders
- Shareholder discussion
- Resolutions.

### RESOLUTIONS

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

1. That the Board is authorised to fix the auditors' remuneration;
2. That Susan Peterson be re-elected as a director of Vista; and
3. That Murray Holdaway be re-elected as a director of Vista.

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

By order of the Board.

**Kirk Senior**  
CHAIRMAN  
4 May 2018

## MEETING NOTES

### RESOLUTION 1: APPOINTMENT OF AUDITORS AND AUDITORS' REMUNERATION

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically reappointed unless there is a resolution or other reason for the auditor not to be reappointed. The directors have appointed PricewaterhouseCoopers New Zealand (PwC) as Vista's auditors. PwC is to continue in office. Section 207S of the Companies Act 1993 states that the fees and expenses of an auditor must be fixed by the person who appoints the auditor. Shareholders are being asked to resolve that the directors are authorised to fix the auditors' remuneration.

### RESOLUTIONS 2 AND 3: ELECTION OF DIRECTORS

Two directors are required to retire at this meeting. Murray Holdaway and Susan Peterson are retiring by rotation and each being eligible, are offering themselves for re-election. The Board unanimously supports both Murray's and Susan's re-election.

Each resolution will be voted separately by way of ordinary resolution.

Background details of the directors offering themselves for re-election at this Annual Meeting are set out below.

#### **Susan Peterson**

Susan is an experienced independent director on both ASX and NZX listed companies. Susan is currently an independent director of listed companies Trustpower, Xero, Property for Industry and ASB Bank. Susan is a member of the New Zealand Markets Disciplinary Tribunal, was a past Ministerial Appointee to The National Advisory Council for the Employment of Women and has also been a long-serving member of the Board of IHC.

#### **Murray Holdaway**

Murray is now the Chief Product Officer for Vista Group. Up until 3 April 2018 Murray held the role of Chief Executive. Murray is one of the co-founders and product visionary of Vista Entertainment. Prior to Vista, Murray was a founder of Madison Systems Ltd, a joint venture partner in Vista Entertainment when it was formed in 1996. Murray has been dedicated full-time to Vista Entertainment and then Vista Group since 2001. Murray brings his 20+ years' experience of building and running the Vista Group of companies that are now the leading suppliers of innovative software for the film industry.

## IMPORTANT INFORMATION

### VOTING

Voting entitlements for the meeting will be determined as at 5.00pm on Monday, 21<sup>st</sup> May 2018. 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 meeting.

### PROXIES AND CORPORATE REPRESENTATIVES

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. The Chairman of the meeting or any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. In making such an appointment you acknowledge that the proxy may exercise your vote even if they have an interest in the outcome of that resolution.

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

Direct your proxy how to vote by making the appropriate election either online (see detail below) or on the attached Proxy Form, for each of the 3 resolutions. If you do not make an election in respect of a resolution your proxy may vote as they choose.

Vista's share registry, Link Market Services Limited (Link), has been authorised by the Board to receive and count postal votes at the meeting.

Shareholders can elect to lodge their proxy appointment or postal vote (direct vote) online on Link's website. Shareholders can either visit the website - [vote.linkmarketservices.com/VGL](http://vote.linkmarketservices.com/VGL) or use the personalised QR code printed on the Voting/Proxy form.

To vote online you will be required to enter your CSN/Holder Number FIN (New Zealand Register) or Holder Number and Postcode (Australian Register).

To cast a postal vote (direct vote) or appoint a proxy, select your preferred voting method and follow the prompts online.

Online proxy appointments or online postal votes (direct votes) must be lodged no later than 3.00pm (NZ time) on Monday, 21<sup>st</sup> May 2018.

### PROXY AND POSTAL VOTING FORM

A Voting/Proxy form accompanies this notice of meeting. Completed Voting/Proxy forms must be received at the office of Vista's share registry, Link Market Services Limited, no later than 3.00pm (NZ time) on Monday, 21<sup>st</sup> May 2018. Any Voting/Proxy Form received after that time will not be valid for the meeting.