



Notice of 2015 Annual General Meeting

Vista Group International Ltd, Auckland, New Zealand

Notice is hereby given that the Annual Meeting of Shareholders of Vista Group International Limited ("Vista") will be held on Wednesday 20 May 2015 at 9.30am at Screen 6, Event Cinemas, 291-297 Queen St, Auckland 1010, with morning tea to follow in the Gold Class lounge.

Items of Business

- a) Chairman's introduction;
- b) Addresses to shareholders;
- c) Shareholder discussion;
- d) 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 Brian Cadzow be re-elected as a director of Vista; and
- 3. That James Ogden 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

05 May 2015



MEETING PROCEDURAL 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 recently appointed PricewaterhouseCoopers New Zealand (PwC) as Vista's auditors due to the resignation of the previous auditor Grant Thornton. 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: Re-election of Directors

Two directors are required to retire at this meeting. Brian Cadzow and James Ogden are retiring by rotation and each being eligible, are offering themselves for re-election.

The Board unanimously supports both Brian's and James'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 meeting are set out below.

Brian Cadzow

Brian is the Director – Commercial and Legal (formerly Finance Director) and is one of the cofounders of the Vista Group. Brian has had a long career in Finance positions in the Industrial, Media, Transport and Technology sectors for both listed (up to 2000) and private companies. Brian operated his own consulting business for 10 years (with the Vista Group as a major client) until joining the Vista Group as a full time employee in 2008.

James Ogden

James brings strong financial expertise to the Board and director experience across a broad range of industries. He has had a distinguished career as an investment banker for eleven years, six years as Country Manager for Macquarie Bank and five years as a director of Credit Suisse First Boston. James has also worked in the New Zealand dairy industry in chief executive and finance roles for eight years. James is also a director of The Warehouse Group Limited, Summerset Group Holdings Limited, Motor Trade Association Limited, DEKRA NZ Limited and Alliance Limited. Former directorships include NZ Post Limited, Kiwibank Limited, NZX-listed Powerco Limited and Capital Properties New Zealand Limited.

Vista's board has determined that James is an independent director of Vista.



IMPORTANT INFORMATION

Voting

Voting entitlements for the meeting will be determined as at 5.00pm on 18th May 2015. 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 shareholders who appoints him or her 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.

Online Proxy and Postal Voting

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 items of business. 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 online on Link's website. Shareholders can either visit the website - 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 or appoint a proxy, select your preferred voting method and follow the prompts online.

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 09:30am (NZ time) on 18th May 2015. Any Voting/Proxy Form received after that time will not be valid for the meeting.