

# Directors' Remuneration Policy

**Approval Date:** 26 February 2024

The Board is committed to ensuring that Directors' fees are set in a manner that is fair, flexible and transparent. Director remuneration is paid in the form of Directors' fees. Additional fees are paid to the Chair, and the Chair and members of each standing committee to reflect the additional responsibilities of these positions. The total remuneration available to non-executive directors is subject to shareholder approval. The details of each Directors' remuneration are disclosed in detail in Vista Group's Annual Report.

The remuneration of Directors is reviewed annually by the Nominations and Remuneration Committee (NRC). At each review, the NRC takes into account the experience and responsibility of the Directors, the global nature and complexity of Vista Group's business, and the level of governance and time commitment required from Directors – with any recommendations made to the Board for approval. Where an increase in the fee pool is required, the Board will commission independent third party remuneration consultants to conduct a benchmarking exercise to ensure that the remuneration of Vista Group's Directors is appropriate and comparable to that of comparator groups in New Zealand. Any proposed resolution to change the fee pool will be put to the shareholders at Vista Group's next annual shareholders' meeting.

No Director of Vista Group receives compensation in the form of share options or employee share schemes. However, the Board encourages Directors to hold shares in Vista Group, with final determination left to individual director's personal circumstances. The details of director shareholdings are set out in Vista Group's Annual Report. Directors are required to comply with Vista Group's Share Trading Policy when buying or selling Vista Group shares and all transactions are disclosed to the NZX/ASX.

Directors are reimbursed for all reasonable and properly documented expenses incurred in performing their duties as Vista Group Directors. In summary, Vista Group will meet the cost of:

- all Directors' travel directly associated with attendance at Board and Committee meetings, Board trips and Board business;
- any costs associated with a Director's attendance at functions where the Director is representing the Company;
- any costs directly associated with the Director's performance of his or her role.

All Directors' expenses are approved by the Chair of the Audit and Risk Committee, or the Chief Financial Officer under the supervision of the Chair of the Audit and Risk Committee, in accordance with Vista Group's Delegated Financial Authority Manual.