

# Code of Ethics

**Approval Date:** 10 December 2025

## Introduction

This Code of Ethics (the **Code**) is the framework of standards that all of us working at Vista Group International Limited (**Company**) and its related companies are expected to follow. You are expected to comply with this Code regardless of where in the world you're located and who you are – whether you are on the Board of Directors, a member of the global senior leadership team, an employee, a contract worker or an advisor who provides services on the Company's behalf. It doesn't attempt to address every situation that we may encounter. You must familiarise yourself with this Code and are encouraged to seek help or ask questions whenever you are unsure about the right course of action.

You must immediately report any non-compliance with the Code. For those employees in leadership positions, you must also enforce the Code consistently for all your direct reports and deal with any concerns as and when they arise. There are three ways to speak up if you see behaviour that is unacceptable:

- 1) Speak to your direct manager;
- 2) Report it to your local People & Culture team member; or
- 3) Report it to the Chair of the Board by email ([chair@vista.co](mailto:chair@vista.co)).

Vista Group will stand behind you if you report a breach, problem or serious wrongdoing in good faith. Making a false report is unacceptable and you may be subject to disciplinary action.

## Principle 1: At Vista Group we act ethically and in the best interests of our Company

### Be Free of Conflicts of Interest

*A conflict of interest occurs when an individual's interests interfere, or appear to interfere, with Vista Group's interests. Examples of when you might face a conflict of interest may be intimate relationships between colleagues, personal interest in one of Vista Group's existing or potential competitors, or involvement with a political party.*

We expect you to act in Vista Group's interests at all times. This means that you will not without the prior consent of Vista Group:

- engage in any other business or commercial activities which would conflict with your ability to perform your role at Vista Group;
- support a political party or organisation other than in a personal capacity; and
- engage in any other activity which could conflict with Vista Group's interests.

### Giving and Receiving Gifts

*"Gifts" and "personal benefits" can include accommodation, goods, services, discounts, special terms on loans and so on.*

You will not give or accept gifts or personal benefits of any value from external parties if it could be perceived that such giving of, or acceptance of the gift might compromise or influence any decision by Vista Group.

### Corporate Opportunities

At Vista Group, we expect you to advance your legitimate interests when the opportunity to do so arises. However, you will not:

- take for yourself any opportunity discovered through the use of Vista Group property,

information or position;

- use Vista Group property (including Vista Group's name), information or position for personal gain;
- compete with Vista Group; and
- trade in shares in breach of Vista Group's Share Trading Policy, or trade in any other kind of property based on information that is not in the public domain that is received or that you have access to in the roles you perform for Vista Group.

## **Ethical Behaviour**

*Your actions and statements, whether to our customers, suppliers, competitors, or employees, can impact the way people see Vista Group and whether they choose to do business with us.*

You will:

- undertake your duties in accordance with this Code and all other relevant Company policies;
- conduct yourself in a way that demonstrates that your honesty is beyond question, and will not behave in a manner that has the potential to bring Vista Group into disrepute;
- deal honestly and with personal integrity in all actions, including with third parties, professional advisors and stakeholders;
- declare conflicts of interest and proactively advise of any potential conflicts;
- not enter into transactions or make promises on behalf of Vista Group that Vista Group cannot and/or does not intend to honour;
- undertake your duties with care and diligence;
- ensure that any personal opinions you express on social media are clearly identified as your own and are not represented to be the views of Vista Group;
- value individuals' differences and treat people in the workplace with respect in accordance with Vista Group's philosophies of equal employment opportunities, and anti-harassment and discrimination policies;
- not accept or offer bribes or improper inducements to or from anyone;
- undertake proper receipt and use of corporate information, assets and property;
- act honestly and in the best interests of Vista Group, as required by law, and take into account interests of shareholders and other stakeholders;
- adhere to procedures around giving and receiving gifts; and
- adhere to procedures about whistle blowing.

## **Principle 2: At Vista Group we protect our property and information**

*Vista Group and Vista Group's stakeholders entrust us daily with their confidential communications and information. Confidential information includes all information not in the public domain that has come to your knowledge by virtue of working for Vista Group.*

You will maintain and protect the confidentiality of information entrusted to Vista Group about work colleagues, stakeholders and Vista Group's business and financial affairs, except where disclosure is allowed by Vista Group or is required by law (in which case, please check this with a member of the Legal team prior to disclosure). Use your common sense when it comes to keeping our information safe and secure – do not write down any passwords, lock your computer screens when not in use, only use authorized software and so on.

## **Proper Use of Business Resources**

You have a duty to protect Vista Group assets from loss, damage, misuse, waste and theft. Vista Group assets include computer equipment, office furniture, systems, information, intellectual property

and access to networks.

You will:

- only use Vista Group assets for lawful business purposes authorised by Vista Group; and
- only create, and only retain, information and communications required for business needs or to meet legal obligations.

### **Delegated Financial Authority / Financial Integrity**

Vista Group's Board of Directors delegates the responsibility of managing the business and affairs of Vista Group to the Chief Executive Officer (**CEO**). The CEO in turn delegates to other levels of management certain rights to make operational and financial decisions within defined limits.

You will:

- ensure you understand how the Delegated Financial Authority Manual applies to your role;
- only make commitments or act within the Delegated Financial Authority Manual and any authority that may be specifically given to you as a delegated authority holder; and
- ask your manager if you are uncertain as to your level of delegated authority.

### **Principle 3: At Vista Group we abide by the law**

You will:

- comply with all applicable laws, regulations and stock exchange rules of New Zealand and other jurisdictions in which Vista Group operates;
- undertake training on legal obligations and policies as required by management from time to time; and
- not tolerate any form of bribery, including improper offers of payments or gifts to or from other employees.

### **Principle 4: At Vista Group we take accountability**

If you become aware of a breach of this Code or any suspicious behavior or activity, you must immediately report it via one of the three avenues listed below.

- 1) If appropriate, speak to your direct manager;
- 2) Report it to your local People & Culture team member; or
- 3) Report it to the Chair of the Board by email ([chair@vista.co](mailto:chair@vista.co)).

Vista Group will stand behind any employee who, acting in good faith, reports a breach, serious problem or wrongdoing. The identity of the person making the report will be kept confidential where possible – there may be situations however where the proper investigation of the matter inadvertently identifies the reporter or requires their identification.

If you have received a report of an actual or suspected violation of this Code, you need to take all reasonable steps within your control to ensure that:

- the behaviour alleged in the report is thoroughly investigated;
- the rules of natural justice are observed in that investigation; and
- appropriate disciplinary action is taken if the allegation is substantiated.

Any person who knowingly makes a false report of a legal or policy breach may be subject to disciplinary action. If you suspect that a breach of the delegated authority rules or limits has occurred you should advise your manager and the delegated authority holder whose responsibility it should have been to approve the transaction, as soon as possible.

### **Review of this Policy**

This Policy will be reviewed at least every two years.