Audit and Risk Committee Charter

Approval Date: 21st May 2026

1. Constitution

1.1 The Audit and Risk Committee will be a committee of the Board of Vista Group International Limited (**Company**).

2. Purpose

2.1 The purpose of the Audit and Risk Committee is to:

(a) assist the Board of Directors of the Company (**Board**) in fulfilling its responsibilities for Company financial statements and external financial reporting;

(b) assist the Board in ensuring the quality and independence of the Company's external audit process;

(c) assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to oversight of:

(i) the integrity of external financial reporting;

(ii) the application of accounting policies;

(iii) financial management;

(iv) internal control systems;

(v) the risk management framework and monitoring compliance with that framework;

(vi) related party transactions;

(vii) protection of the company's assets; and

(viii) compliance with applicable laws, regulations, standards and best practice guidelines as they relate to financial disclosure and climate-related non-financial disclosure;

(d) reviewing letters of representation from the Global Senior Leadership Team (**GSLT**):

(i) facilitating the continuing independence of the external auditor;

(ii) assessing the external auditor's independence and qualifications;

(iii) improving the quality, credibility and objectivity of the accounting process (including financial reporting);

(iv) over-seeing and monitoring the performance of the internal and external auditors;

(v) providing a structured reporting line for internal audit and facilitating the maintenance of the objectivity of the internal auditor; and

(vi) providing a formal forum for communication between the Board and senior financial management.

3. Duties and Responsibilities

3.1 The Audit and Risk Committee does not take actions or make decisions on behalf of the Board. The Board has delegated certain functions to the Audit and Risk Committee which is responsible for:

(a) monitoring all aspects of the external audit of the Company's affairs including:

(i) considering the appointment of the auditors, the audit fee and any issues on their resignation or dismissal and ensuring the key audit partner is changed every five years;

(ii) discussing with the auditors, before the commencement of each audit, the nature and scope of their audit;

(iii) reviewing the auditors service delivery plan;

(iv) reviewing the Company's letter of representation to the auditors; and

(v) discussing with the auditors any problems, reservations, or issues arising from the audit and referring matters of a material or serious nature to the Board;

(b) reviewing the half year and annual financial statements, and any other financial statements to be released by the Company, before submission to the Board, focusing particularly on:

(i) any change in accounting policies and practices;

(ii) major judgmental areas;

(iii) significant adjustments;

(iv) the solvency of the Company;

(v) the going concern assumption;

(vi) compliance with accounting standards; and

(vii) compliance with legal, stock exchange, and other regulatory requirements;

(c) reviewing any non-routine statements to be issued by the Company that relate to financial performance, including announcements to NZX Limited (NZX) concerning results;

(d) regularly reviewing the Company's internal controls and systems;

(e) monitoring and regularly reviewing the authorities, delegations and procedures under which the Company may be committed;

(f) considering the findings of any internal investigations and the GSLT's response thereto;

(g) monitoring compliance by the Company with its Constitution, applicable laws and regulations and stock exchange requirements;

(h) promoting integrity in all aspects of the Company's financial reporting; and

(i) establishing and regularly reviewing a procedure to identify other situations or circumstances in which the Company may be materially at risk and initiating appropriate action through the Board or the CEO.

3.2 The Audit and Risk Committee will:

(a) regularly report to the Board on the operation of the Company's risk management and internal control processes;

(b) provide sufficient information to the Board to allow the Board to report annually to shareholders and stakeholders on risk identification and management procedures and relevant internal controls of the Company; and

(c) attend to any other matter put to the Audit and Risk Committee for consideration by the Board.

4. Membership

4.1 Members of the Audit and Risk Committee will be appointed by the Board and will have a minimum of three members, comprise a majority of independent directors (as determined in accordance with the NZX Listing Rules and the NZX Corporate Governance Code) and at least one director with an accounting or financial background.

4.2 The Board will appoint a chair from among the members of the Audit and Risk Committee.

4.3 The appointment and removal of the Audit and Risk Committee members will be the responsibility of the Board.

4.4 The Company will identify the members of the Audit and Risk Committee each year in its annual report.

5. Secretarial and Meetings

5.1 The secretary of the Audit and Risk Committee will be appointed by the Board.

5.2 A quorum of members of the Audit and Risk Committee will be a majority of members.

5.3 The Audit and Risk Committee may invite and have in attendance such members of the GSLT and such other persons including external advisers, as it considers necessary to provide appropriate information and advice.

5.4 All directors who are not members of the Audit and Risk Committee and employees will only be entitled to attend meetings of the Audit and Risk Committee at the invitation of the Audit and Risk Committee.

5.5 Reasonable notice of meetings and the business to be conducted will be given to the members of the Audit and Risk Committee and all other members of the Board.

5.6 Meetings will be held at least once per year and without the CEO or the GSLT being present. Any member of the Audit and Risk Committee may request a meeting at any time if they consider it necessary.

5.7 The Audit and Risk Committee will convene a meeting if the auditors request.

5.8 Minutes of all meetings will be kept.

6. Authorities

6.1 The Audit and Risk Committee will make recommendations to the Board on all matters requiring its decision. The Audit and Risk Committee does not have the power or authority to make a decision in the Board's or the Company's name, or on its behalf.

6.2 The Audit and Risk Committee is authorised by the Board, at the Company's expense, to obtain such outside legal or other independent information and advice including market surveys and reports, and to consult with such management and executive search consultants and other outside advisers with relevant experience and expertise, as it thinks necessary for carrying out its responsibilities.

7. Review of the Audit and Risk Committee

7.1 The Audit and Risk Committee will undertake an annual self-review of its objectives and responsibilities. Such objectives and responsibilities will also be reviewed (as against the Audit and Risk Committee Charter) by the Board, the CEO and any other person the Board considers appropriate.

8. Reporting Procedures

8.1 As soon as practicable after each Audit and Risk Committee meeting the Audit and Risk Committee will communicate its findings and recommendations to the Chair.

8.2 The minutes of all Audit and Risk Committee meetings will be circulated to members of the Board. Extracts from the minutes will be made available to such other persons as the Board directs, as may be necessary to enable them to properly carry out their functions.

9. Review of this Charter

9.1 This Charter will be reviewed at least every two years.