Nominations and Remuneration Committee Charter

Approval Date: 21st May 2026

1. Constitution

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

2. Purpose

2.1 The purpose of the Nominations and Remuneration Committee is to oversee the Company's strategies and policies relating to:

(a) Chief Executive Officer (CEO) appointment and performance;

(b) Remuneration;

(c) Diversity and inclusion;

(d) Succession planning and culture; and

(e) Board nominations and governance.

3. Duties and Responsibilities

3.1 The Nominations and Remuneration Committee does not take actions or make decisions on behalf of the Board unless the Board has delegated certain functions to the Nominations and Remuneration Committee. See Schedule 1 for the approved delegations.

3.2 The Nominations and Remuneration Committee will:

(a) CEO Appointment and Performance:

- in conjunction with the Chair, manage the recruitment and employment process for the CEO, including interviewing and recommending to the Board candidates to be appointed as CEO;
- manage the annual review process and make recommendations to the Board in respect of key performance objectives to be set for the CEO and achievement against those performance objectives; and
- manage and recommend any proposed changes and variations to the CEO's employment terms.

(b) Remuneration:

- consider and make recommendations to the Board on the Company's remuneration strategy, structures and policy to ensure it aligns with the Company's strategy and values;
- review and make recommendations on the terms of the Company's Short Term Incentives (**STI**) and Long Term Incentives (**LTI**) plans including any share and option schemes for employees and/or directors for consideration by the Board;
- review and make recommendations to the Board regarding the remuneration and

any changes in the remuneration of the CEO;

- approve the remuneration levels of the Global Senior Leadership Team (**GSLT**) based on the CEO's recommendations;
- review and approve recommendations from the CEO regarding STI and LTI participation rates and levels for the GSLT;
- review and make recommendations to the Board regarding the number of performance rights allocated under any incentive schemes;
- review and recommend to the Board for approval the remuneration report and related remuneration disclosures for inclusion in the Company's Annual Report and other market disclosures;
- oversee the governance processes supporting the remuneration report and related disclosures to ensure they are accurate, balanced and consistent with applicable ASX and NZX listing rules and corporate governance requirements; and
- monitor proxy advisor guidance and investor expectations in relation to remuneration and consider implications for remuneration structures and disclosures.

(c) Diversity and Inclusion:

- on behalf of the Board, review and approve annual, measurable diversity and inclusion objectives to drive diversity and inclusion throughout the Company's businesses; and
- review, as appropriate, the Company's diversity and inclusion policy and strategy and track progress towards achieving both the objectives and the wider strategy.

(d) People, Culture & Workforce Strategy:

- oversee Company's workforce and people strategy, including capability development, leadership succession, workforce sustainability and alignment to strategic priorities.
- ensure that appropriate succession plans are prepared and in place for the CEO and GSLT members to maintain an appropriate balance of skills, experience and expertise;
- review, as appropriate, the terms of employment contracts for the CEO and the GSLT;
- maintain an oversight of employee engagement survey results, other key people metrics and subsequent actions;
- review people strategies to ensure they support the Company's culture values and objectives;
- review the wellness strategies and company culture to ensure the Company provides a healthy and safe environment;
- oversee recruitment, retention and termination policies and procedures for GSLT members;
- review the CEO's evaluation of the GSLT members; and
- oversee the preparation and verification of people, remuneration and diversity

related disclosures in the Company's annual and statutory reporting.

(e) Board Nominations and Governance:

- ensure that the Company has access to the most appropriate balance of skills, qualifications, experience and background on the Board to govern the Company effectively;
- review the criteria for determining the suitability of potential directors in terms of the balance of the Board, qualities, qualifications, skills and experience and recommending to the Board any necessary alterations;
- identify and maintain a list of suitably qualified people who could be approached in respect of future Board vacancies;
- in the event of any vacancies on the Board, including any casual vacancy, consider any person(s) nominated, either by Directors or shareholders, and make a recommendation to the Board in respect of such nominations;
- make recommendations for removal of particular Directors from the Board; and
- ensure there is an appropriate induction programme in place for all new Directors.

3.3 The Nominations and Remuneration Committee will also:

(a) at least annually, and in sufficient time to commission any study, survey and/or advice, review Directors fees and determine whether those fees are appropriate and make recommendations to the Board to put forward any proposed increases to be considered by shareholders at the next Annual Meeting; and

(b) attend to any other matter put to the Nominations and Remuneration Committee for consideration by the Board and as appropriate, by the GSLT.

3.4 The Nominations and Remuneration Committee may commission any study, survey and/or advice that it sees fit to assist in its consideration of any matter.

4. Membership

4.1 Members of the Nominations and Remuneration Committee will comprise members of the Board appointed by the Board, a majority of whom will, wherever possible, be independent directors (as determined in accordance with the NZX Listing Rules and the NZX Corporate Governance Code).

4.2 The Board will appoint a chair from members of the Nominations and Remuneration Committee.

4.3 The appointment and removal of the Nominations and Remuneration Committee members will be the responsibility of the Board.

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

5. Attendance

5.1 The Nominations and Remuneration Committee may invite an adviser (or advisers) to attend meetings of the Nominations and Remuneration Committee to provide information and assistance to the Nominations and Remuneration Committee as required.

6. Secretarial and Meetings

6.1 The secretary of the Nominations and Remuneration Committee will be appointed by the Board.

6.2 A quorum of members of the Nominations and Remuneration Committee will be a majority of members.

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

6.4 All directors will be entitled to attend meetings of the Nominations and Remuneration Committee by standing invitation provided that executive directors, including the CEO, will not be entitled to attend meetings where they are conflicted for personal reasons.

6.5 Reasonable notice of meetings and the business to be conducted will be given to the members of the Nominations and Remuneration Committee and all other members of the Board and to such other persons as the Board directs.

6.6 From time to time the Chair of the Remuneration Committee will be entitled to request that the Nominations and Remuneration Committee meet without the presence of a particular Director.

6.7 The agenda and Committee papers will be prepared and circulated to all Directors including members of the Nominations and Remuneration Committee prior to the meetings.

6.8 Meetings will be held at least four times per year having regard to when Director, CEO and GSLT remuneration is due for review in terms of the Company's remuneration policies. Any member of the Nominations and Remuneration Committee including the CEO may request a meeting at any time if they consider it necessary.

6.9 Minutes of all meetings will be kept.

7. Authorities

7.1 The Company will make recommendations to the Board on all matters requiring its decision. The Nominations and Remuneration 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. The Board will consider the Nominations and Remuneration Committee's recommendations in formulating its recommendations regarding Director remuneration packages to shareholders.

7.2 In accordance with Section 3 above, the Nominations and Remuneration 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 is responsibilities.

7.3 The Nominations and Remuneration Committee may delegate any of its responsibilities to the Chair of the Nominations and Remuneration Committee from time to time and on such conditions as the Nominations and Remuneration Committee considers appropriate.

7.4 The Nominations and Remuneration Committee is authorised by the Board to investigate any activity covered by its role.

7.5 The Nominations and Remuneration Committee members may communicate with any Company employee to seek any information they require in order for the Nominations and Remuneration Committee to carry out its role.

8. Review of the Nominations and Remuneration Committee

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

9. Reporting Procedures

9.1 After each Nominations and Remuneration Committee meeting the chair will report the Nominations and Remuneration Committee's findings and recommendations to the Board.

9.2 The minutes of all Nominations and Remuneration 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.

10. Review of this Charter

10.1 This Charter will be reviewed at least every two years by the Board.

Schedule 1: Summary of Committee Authority and Delegated Authority

Board final approval needed	NRC has delegated approval	Duties where there is no standard approach
All remuneration and employment matters relating to the CEO	CEO direct report remuneration levels	LTI grant levels (excluding CEO) and participants
All matters relating to executive and non-executive directors	Review of CEO recommendations regarding their direct report performance (includes STI outcomes)	
Remuneration policies	Review of CEO recommendations for LTI participants	
LTI and STI structures	Review of succession plans	
LTI performance grant budget	Diversity & inclusion objectives	