

**GOODWOOD CAPITAL
LIMITED**

**NOTICE OF ANNUAL MEETING OF
SHAREHOLDERS**

GOODWOOD CAPITAL LIMITED

PO Box 42 258
Orakei
Auckland, 1745

25 August 2022

Dear Shareholder,

The Board of Goodwood Capital Limited (**GWC**) is pleased to invite you to the 2022 Annual Meeting to be held on Thursday, 15 September at 10.00 a.m.

The Board has previously announced that it will be seeking shareholder approval for the implementation of a significant operational and capital restructure which has been negotiated and endorsed by the Board relating to the conditional acquisition of WasteCo Holdings NZ Limited (**WasteCo**), subject to shareholder approval (**Restructure**).

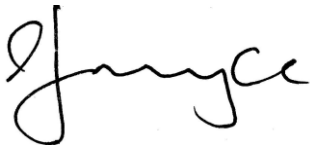
The Board had hoped to be in a position to table the proposed Restructure to shareholders at the forthcoming Annual Meeting, but unfortunately due to reasons which have been previously announced to the market, the materials required to be submitted to shareholders will not be available for distribution prior to the date of the Annual Meeting.

The Board anticipates that a Special Meeting of GWC shareholders (**Special Meeting**) will be held prior to the end of November to consider the WasteCo acquisition.

In the interim, the Board has arranged for representatives of WasteCo to attend the Annual Meeting with a view to presenting an introduction to the commercial operations of WasteCo to GWC shareholders.

The Board encourages you to attend to the Annual Meeting to learn more about the potential WasteCo acquisition and the business operations of WasteCo.

Yours sincerely



Sean Joyce
Chairman

GOODWOOD CAPITAL LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of Goodwood Capital Limited (the "Company") will be held at the offices of Link Market Services Limited, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, on Thursday, 15 September 2022 commencing at 10:00am.

BUSINESS OF THE MEETING

1. *Remuneration of Auditors – Ordinary resolution*

To authorise the Board to fix the remuneration of the Company's auditors for the forthcoming year.

NOTES

1. PROXIES

All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead. A proxy need not be a shareholder of the Company.

A proxy form is enclosed and to be effective must be lodged with the Company's Share Registrar, Link Market Services Limited by either mailing to Link Market Services Limited at PO Box 91976, Auckland 1142, by sending your proxy appointment to meetings@linkmarketservices.com or vote online at <https://investorcentre.linkmarketservices.co.nz/voting/GWC> (in each case), so as to be received by no later than 48 hours before the meeting is due to begin (ie before 10:00am Tuesday, 13 September 2022).

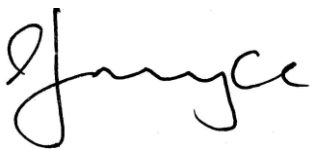
If you wish to appoint an independent director or the Chairman as your proxy, Sean Joyce (Chairman of GWC) is willing to act on your behalf.

If you return this Proxy Form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.

2. VOTING RESTRICTIONS

There are no voting restrictions.

By Order of the Board of Directors



Sean Joyce
CHAIRMAN

EXPLANATORY NOTES

NZX Listing Rules (“Listing Rules”) and Companies Act 1993 (“Act”)

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Act. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice.

The implications of the Listing Rules, the Act and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution.

Nature of Resolutions

The resolution which is to be considered at the Meeting is an ordinary resolution. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

RESOLUTION 1 – REMUNERATION OF AUDITORS – ORDINARY RESOLUTION

Baker Tilly Staples Rodway is automatically reappointed at the annual meeting as the auditor of the Company under section 207T of the Companies Act. This resolution authorises the Board to fix the fees and expenses of the auditor.