



## LODGE YOUR PROXY

Online

<https://investorcentre.linkmarketservices.co.nz/voting/WCO>

### Scan & Email

[meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)

### Deliver in person

MUFG Pension & Market Services  
Level 30, PwC Tower  
15 Customs Street West,  
Auckland 1010

### Mail

Address to:  
MUFG Corporate Markets  
PO Box 91976  
Auckland 1142  
New Zealand

## PROXY FORM FOR THE 2024 ANNUAL SHAREHOLDERS' MEETING

The Annual Shareholders' Meeting (**Annual Meeting**) of WasteCo Group Limited (**WasteCo**) will be held on **Thursday 12 September 2024 at 2.00pm** at **PwC Centre, Level 3, 60 Cashel Street, Christchurch Central City, Christchurch**.

If you propose NOT to attend the Annual Meeting physically but wish to vote by appointing a proxy please complete and return this form (please keep it intact) to MUFG Corporate Markets (previously known as Link Market Services) no later than 2.00pm on Tuesday 10 September 2024 (being 48 hours before the commencement of the Annual Meeting). Please read the instructions overleaf before completing this form. **Alternatively you can go online to <https://investorcentre.linkmarketservices.co.nz/voting/WCO> to appoint your proxy.**

### APPOINTMENT OF PROXY

A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote on behalf of them and that proxy or representative need not also be a shareholder of WasteCo. A proxy appointment may be completed in accordance of one of the methods listed above. If you do not name a person as your proxy but have indicated on this form how you wish to vote, the Chair of the Meeting will vote in accordance to your express instructions only. A proxy is able to vote on motions from the floor and/or any resolutions put before the meeting to amend the resolutions stated in this form.

#### Appointing the Chair of the Meeting or a Director as your proxy

If you wish, you may appoint the Chair of the Meeting, any of the Directors or the Chief Executive Officer as your proxy. To do so, please write their position in the box marked "full name of proxy" e.g. "Chair of Meeting". If given discretion, they will vote in favour of the resolutions. If you return this form without directing the proxy how to vote on any particular resolution, you will be deemed to have given your proxy discretion as to whether and how to vote on that resolution, unless specifically restricted from voting.

### VOTING RESTRICTIONS

Each of the Directors of the Company and their Associated Persons (as defined in the Listing Rules) are prohibited from voting on resolutions 2 and 3 in accordance with Listing Rule 6.3.1, other than where the vote is cast by a Director or

Associated Person as proxy for a person who is entitled to vote, in accordance with the express directions given by that person in this Proxy Form to vote for or against the resolution.

### ATTENDING THE MEETING

If you propose to attend the Annual Meeting without appointing a proxy, please still bring this Proxy Form intact to the Annual Meeting, as the barcode is required for registration at it.

### SIGNING INSTRUCTIONS FOR PROXY FORMS

#### Individual

This Proxy Form must be signed by the shareholder or his/ her/ its attorney duly authorised in writing.

#### Joint holding

This Proxy Form may be signed by, or on behalf of, either of the joint shareholders (or their duly authorised attorney).

#### Power of Attorney

If this Proxy Form is signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of the attorney, under which it is signed, must be produced to WasteCo with this Proxy Form (but cannot be done online).

#### Company

This Proxy Form must be signed by a Director or a duly authorised Officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder

Turn over to complete the Proxy Form

# PROXY FORM

## STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder of WasteCo Group Limited

Hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
(e-mail address)

or failing him/her \_\_\_\_\_ of \_\_\_\_\_  
(e-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Shareholders' Meeting of WasteCo Group Limited to be held at PwC Centre, Level 3, 60 Cashel Street, Christchurch Central City, Christchurch at 2.00pm on Thursday 12 September 2024, and at any adjournment of that meeting. Please indicate with a tick in the appropriate boxes below how you wish your proxy to vote. If you wish, you may appoint as your proxy the Chair of the Meeting, any other Director or the Chief Executive Officer.

## STEP 2: ITEMS OF BUSINESS – VOTING INSTRUCTIONS

Tick (☐) in box to vote

### ORDINARY RESOLUTIONS

For                      Against                      Proxy Discretion                      Abstain

- |   |                          |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. To record the re-appointment of Deloitte as auditor of the Company and to authorise the Directors to fix the auditors' remuneration for the ensuing year.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. That the Directors of the Company are authorised issue up to 33,934,911 options to acquire ordinary shares in the Company ( <b>Options</b> ), to employees, contractors, and non-executive Directors of the Company and its subsidiaries on the terms set out in the Explanatory Notes accompanying this Notice of Meeting.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. That the Directors of the Company are authorised to issue up to 127,255,915 new ordinary fully paid shares in the Company to wholesale investors ( <b>New Shares</b> ) each at an issue price equal to the Volume Weighted Average Price ("VWAP") of the Company's shares traded on the NZX during the 20 trading days up to the issue date of the New Shares, at any time during the course of the 12 month period following the date of the Annual Meeting, such New Shares when issued, shall rank pari passu (equally) with all existing ordinary shares of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders' Meeting physically will have the opportunity to ask questions during the meeting. Questions will need to be submitted by 2.00pm on Tuesday 10 September 2024. The Board will address and answer questions at the Annual Meeting.

Question:

## STEP 4: SIGNATURE OF SHAREHOLDER(S) This section must be completed.

### Shareholder 1

or duly authorised officer or attorney

### Shareholder 2

or duly authorised officer or attorney

### Shareholder 3

or duly authorised officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**Electronic Investor Communications:** If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.