



LODGE YOUR PROXY

Online

<https://investorcentre.linkgroup.nz/voting/WCO>

Scan & Email

meetings@linkmarketservices.com

Deliver in person

MUFG Corporate
Markets
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 SPECIAL MEETING OF SHAREHOLDERS

A special meeting of shareholders (**Special Meeting**) of WasteCo Group Limited (**WasteCo**) will be held on **Friday 13 December 2024 at 11am at PwC Centre, Level 3, 60 Cashel Street, Christchurch Central City, Christchurch.**

If you propose NOT to attend the Special 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 11am on Wednesday 11 December 2024 (being 48 hours before the commencement of the Special Meeting). Please read the instructions overleaf before completing this form.

Alternatively, you can go online to <https://investorcentre.linkgroup.nz/voting/WCO> to appoint your proxy.

APPOINTMENT OF PROXY

A shareholder entitled to attend and vote at the Special 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

Empire Waste Technology Limited (Empire) and any Associated Person (as defined in the Listing Rules) or any Associate (as defined in the Takeovers Code) are prohibited from voting on resolution 1. However, neither Empire nor any Associated Person or Associate currently hold any shares in WasteCo.

There are no voting restrictions on resolution 2.

ATTENDING THE MEETING

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

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 Special Meeting of shareholders of WasteCo Group Limited to be held at PwC Centre, Level 3, 60 Cashel Street, Christchurch Central City, Christchurch at 11am on Friday 13 December 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 (<input type="checkbox"/>) in box to vote			
ORDINARY RESOLUTIONS		For	Against	Proxy Discretion	Abstain
1.	To approve, for the purposes of NZX Listing Rule 4.2.1 and Rule 7(d) of the Takeovers Code, the issue of \$15 million principal amount of convertible notes (Notes) to Empire Waste Technology Limited (Empire), and up to 750 million ordinary shares to Empire (subject to adjustment in accordance with the terms of the Notes), on conversion of the Notes, on the essential terms described in the notice of meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Subject to resolution 1 being passed, to approve, for the purposes of NZX Listing Rules 4.2.1, the issue of up to 250 million shares at an issue price of \$0.02 under the share purchase plan to be offered in December 2024, as more particularly described in the explanatory notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: 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.
