LODGE YOUR PROXY

Online
https://nz.investorcentre.mpms.mufg.com/voting/WCO

Scan & email
meetings.nz@cm.mpms.mufg.com

Mail
Use the enclosed reply paid envelope or address to:
MUFG Pension & Market Services
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online

General Enquiries

Email
enquiries.nz@cm.mpms.mufg.com

Phone
+64 9 375 5998

Proxy Form/Admission Card for WasteCo Group Limited 2026 Annual Shareholders' Meeting

Notice is given that the Annual Shareholders' Meeting of WasteCo Group Limited ("the Company") will be held at PwC Centre, Level 5, 60 Cashel Street, Christchurch Central City, Christchurch, New Zealand, and online through the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/wco26 at 10am (New Zealand time) on Tuesday, 22 September 2026. You will require your CSN/Holder Number for verification purposes.

If you will not attend the meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to WasteCo Group Limited's share registry, MUFG Pension & Market Services, by **no later than 10am (New Zealand time) on Sunday, 20 September 2026 (being 48 hours before the commencement of the Annual Meeting)**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to https://nz.investorcentre.mpms.mufg.com/voting/WCO or by scanning the QR code above with your smartphone.

Tuesday, 22 September 2026 at 10am (New Zealand time)

PwC Centre, Level 5, 60 Cashel Street, Christchurch Central City, Christchurch

www.virtualmeeting.co.nz/wco26

Appointing the Chair of the Meeting or a Director as your proxy
If you are entitled to vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf, unless specifically excluded. The proxy need not also be a shareholder. If you wish, you may appoint the Chair of the Meeting, any Director 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 the Meeting". If given discretion, they will vote in favour of the resolutions.

Voting of your holding

Direct your proxy on how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy on how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote on that resolution will be invalid. If this Proxy Form is returned duly signed by a shareholder and includes voting instructions but does not specify a person to be appointed as proxy, the Chair of the Meeting will be deemed to be the proxy for the purposes of that form, but only to vote to the extent of the voting instructions provided.

Voting restrictions

In accordance with Listing Rules 6.3.1, the Company will disregard any votes cast in favour of:

- resolution 4 by any Director of the Company and any of their Associated Persons (as defined in the Listing Rules) (other than Sean Joyce and Simon Herbert); and
- resolution 5 by any Director of the Company and any of their Associated Persons (as defined in the Listing Rules),

unless the vote is cast by a Director of Associated Person as a proxy for a person who is entitled to vote, in accordance with an express direction on this form.

Attending the meeting
If you plan to attend the meeting in person, please bring this Admission Card/Proxy Form intact as the barcode will assist with your registration.

If you plan to attend the meeting virtually, you can join via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/wco26. You will require your CSN/Holder Number for verification purposes.

A corporation may appoint a person as its representative to attend and vote at the meeting in the same manner as it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for this form

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

Where the holding is in more than one name, at least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder shall apply.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

Go online to https://nz.investorcentre.mpms.mufg.com/voting/WCO to appoint your proxy

Step 1	Appoint a Proxy / Corporate Representative

I/We being a shareholder/s of WasteCo Group Limited hereby appoint:

Name

Email Address

or failing him/her:

Name

Email 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 5, 60 Cashel Street, Christchurch Central City, Christchurch at 10am (New Zealand time) on Tuesday, 22 September 2026, 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

Instruct a proxy to vote by placing a tick in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on a resolution, tick the box "Proxy's discretion". Please note that, for each resolution, you must tick one box.

To consider and, if thought fit, pass the following ordinary resolutions:	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. To record the re-appointment of Deloitte as auditor of the Company and to authorise the Directors to fix the auditor's remuneration for the ensuing year.				
2. That Justin Marshall, having nominated himself for election under NZX Listing Rule 2.3.1, be elected as an additional Director of the Company.				
3. To ratify, confirm and approve entry into the PIF Funding Facility (as defined in the Explanatory Notes accompanying the notice of annual meeting) between WasteCo and PFNZ Limited to $10 million, under NZX Listing Rule 5.1.1(b).				
4. That the Directors of the Company are authorised to issue up to 20 million unlisted options to acquire ordinary shares in the Company (Options), to employees, contractors, and non-executive Directors of the Company and its subsidiaries (but excluding Sean Joyce and Simon Herbert given restrictions in the takeovers code) on the terms set out in the Explanatory Notes accompanying the notice of annual meeting.				
5. That the Directors of the Company are authorised to issue up to 165 million new ordinary fully paid shares in the Company to selected investors ("New Shares") each at an issue price equal to the Volume Weighted Average Price ("VWAP") of the Company's shares traded on the NZX during the 10 trading days up to the application date for 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, to rank pari passu (equally) with all existing ordinary shares of the Company.				

Step 3	Shareholder Questions

Shareholders attending the Annual Shareholders' Meeting virtually, or in person, will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Shareholders' Meeting but would like to ask a question, you can submit it online by going to https://nz.investorcentre.mpms.mufg.com/voting/WCO and completing the online validation process, or by completing the question section below and returning it to MUFG Pension & Market Services in the envelope enclosed. Questions will need to be submitted by 10am (New Zealand time) on Sunday, 20 September 2026. The Board will endeavour to address and answer questions at the Annual Shareholders' 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: