

Disclosure of beginning to have substantial holding

Section 276, Financial Markets Conduct Act 2013

To NZX Limited
and
To WasteCo Group Limited (WCO) (previously Goodwood Capital Limited)

Date this disclosure made: 5 December 2022

Date on which substantial holding began: 5 December 2022

Substantial product holders giving disclosure

Full names:

- (1) Glendarvie Holdings Limited
- (2) Robert Cornelis Baan and Rowena Sian Baan-Mathias

Summary of substantial holding

Class of quoted voting products: Ordinary shares (WCO)

- (1) Summary for Glendarvie Holdings Limited

For this disclosure, —

- (a) total number held in class: 104,832,000
- (b) total in class: 688,000,000
- (c) total percentage held in class: 15.24%

- (2) Summary for Robert Cornelis Baan and Rowena Sian Baan-Mathias

For this disclosure, —

- (a) total number held in class: 104,832,000
- (b) total in class: 688,000,000
- (c) total percentage held in class: 15.24%

Details of relevant interests

- (1A) Details for Glendarvie Holdings Limited

Nature of relevant interest: Legal and beneficial owner. A Restricted Security Agreement entered into between Glendarvie Holdings Limited and Goodwood Capital Limited is attached to this Notice.

For that relevant interest,—

- (a) number held in class: 54,432,000

- (b) percentage held in class: 7.91%
- (c) current registered holder: Glendarvie Holdings Limited
- (d) registered holder once transfers are registered: Not applicable

(1B) Details for Glendarvie Holdings Limited

Nature of relevant interest: Glendarvie Holdings Limited is the owner of 50% of the shares in Gleneig Holdings Limited. Glendarvie Holdings Limited therefore has a relevant interest in the ordinary shares in WCO owned by Gleneig Holdings Limited on the basis that it has the power to exercise voting rights, and the power to acquire or dispose of, 20% or more of the voting products of Gleneig Holdings Limited.

For that relevant interest,—

- (a) number held in class: 50,400,000
- (b) percentage held in class: 7.32%
- (c) current registered holder: Gleneig Holdings Limited
- (d) registered holder once transfers are registered: Not applicable

(2) Details for Robert Cornelis Baan and Rowena Sian Baan-Mathias

Nature of relevant interest: Robert Baan and Rowena Baan-Mathias are the sole directors and shareholders of Glendarvie Holdings Limited. Glendarvie Holdings Limited has a relevant interest in a total of 104,832,000 ordinary shares in WCO as disclosed above. Robert and Rowena jointly have the power to control the voting rights attached to the 50,400,000 ordinary shares in WCO owned by Glendarvie Holdings Limited, and jointly have the power to control the acquisition and disposal of such shares.

For that relevant interest,—

- (a) number held in class: 54,432,000
- (b) percentage held in class: 7.91%
- (c) current registered holder: Glendarvie Holdings Limited
- (d) registered holder once transfers are registered: Not applicable

Details of transactions and events giving rise to substantial holding

Details of the transactions or other events requiring disclosure:

(1 & 2) Glendarvie Holdings Limited was issued 50,400,000 new ordinary fully paid shares in Goodwood Capital Limited (at an issue price of \$0.05 per share) on 5 December 2022 in connection with the reverse listing of the WasteCo Group.

(1) Gleneig Holdings Limited was issued 54,432,000 new ordinary fully paid shares in Goodwood Capital Limited (at an issue price of \$0.05 per share) on 5 December 2022 in connection with the reverse listing of the WasteCo Group.

Additional information

Addresses of substantial product holders:

- (1) c/-Borich & Associates Limited, Level 2, 60 Grafton Road, Grafton, Auckland
- (2) 24 The Strand, Fitzherbert, Palmerston North, 4410

Contact details: Robert Baan – 021 473373 – rbaan@xtra.co.nz

Nature of connection between substantial product holders: Robert Baan and Rowena Baan-Mathias are the sole directors and shareholders of Glendarvie Holdings Limited. Robert Baan and Rowena Baan-Mathias are also spouses.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Gleneig Holdings Limited

Certification

I, Robert Baan, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

