



NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Capital Change Notice

Section 1: Issuer information

Name of issuer	WasteCo Group Limited (WasteCo)
NZX ticker code	WCO
Class of financial product	Options to acquire ordinary shares
ISIN (If unknown, check on NZX website)	NZSNKE0001S9
Currency	NZD

Section 2: Capital change details

Number issued/acquired/redeemed	A total of 22,800,000 options to acquire ordinary shares (Options), issued to certain employees and non-executive directors of WasteCo (Option Holders) on the terms set out below.
Nominal value (if any)	Not applicable
Issue/acquisition/redemption price per security	Options are issued for nil consideration. Exercise price of NZD\$0.05 payable on exercise of the underlying Options.
Nature of the payment (for example, cash or other consideration)	Cash consideration of NZ\$0.05 per Share is payable on exercise of the Options.
Amount paid up (if not in full)	Not applicable
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence)	WasteCo currently has a total of 688,000,000 ordinary shares on issue. This issue of Options represents 3.31% of the total ordinary shares on issue (being the percentage should all Options vest and be exercised).
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	<p>Subject to the continuous employment of the Option Holder with WasteCo or a subsidiary, one third of the Options available to the relevant Option Holder will vest in the Option Holder on the issue date, with the remaining two tranches vesting on each anniversary of the issue date.</p> <p>If the Option Holder ceases to be employed by or provide services to WasteCo or a subsidiary (other than due to death or permanent disability) then all Options that have not vested, and all Options that have vested by have not been exercised, as at that date will be cancelled without compensation.</p> <p>If the Option Holder ceases to be employed by or provide services to WasteCo or a subsidiary (by reason of</p>

	<p>death or permanent disability, then all Options that have not vested as at that date will be cancelled without compensation, but any Options that have vested as at that date but have not been exercised must be exercised prior to the 30 days after that date, and any Options not exercised in that period will lapse.</p> <p>Options must be exercised within 3 years of the relevant vesting date, unless the option holder ceases to be an employee of WasteCo or a subsidiary as a result of death or permanent disability in which case all Options that have vested must be exercised within 30 days of the date on which the Options ceases to be employed, as above.</p> <p>Cash consideration payable on issue of the resulting shares on exercise of the Options as set out above.</p> <p>Any shares issued on exercise of the Options will rank pari passu with the existing ordinary shares in WasteCo.</p>
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	Issue of options in connection with WasteCo's employee option scheme.
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	<p>Total ordinary shares on issue: 688,000,000</p> <p>Total options to acquire ordinary shares on issue: 22,800,000</p>
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	Not applicable
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Board resolution dated 23 December 2022, ordinary resolution of shareholders dated 5 December 2022 and Listing Rule 4.2.1
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	New ordinary shares issued upon exercise of the Options will rank equally in all respects with the ordinary shares already on issue.
Date of issue/acquisition/redemption	23 December 2022
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Shane Edmond, Chair
Contact person for this announcement	Shane Edmond
Contact phone number	021995519
Contact email address	shane@wasteco.co.nz



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Date of release through MAP	23 December 2022
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