



NEW ZEALAND'S EXCHANGE  
TE PAEHOKO O AOTEAROA

# Capital Change Notice

Updated as at 17 October 2019

Section 1: Issuer information	
Name of issuer	Goodwood Capital Limited
NZX ticker code	GWC
Class of financial product	Ordinary shares
ISIN (If unknown, check on NZX website)	NZSNKE0001S9
Currency	NZD
Section 2: Capital change details	
Number issued	674,636,073
Nominal value (if any)	N/A
Issue price per security	\$0.05
Nature of the payment (for example, cash or other consideration)	Cash, and capitalisation of debt as detailed below
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence)	5,048.187%
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)	N/A
Reason for issue and specific authority for issue (the reason for change must be identified here)	<p>Issue of 504,000,000 shares ("<b>Consideration Shares</b>") to the vendors of WasteCo Holdings NZ Limited.</p> <p>Issue of 80,000,000 shares to the holders of \$4 million of mandatory convertible notes previously issued by WasteCo Holdings NZ Limited.</p> <p>Issue of 80,000,000 shares to subscribers in wholesale placement.</p> <p>Issue of 10,636,073 ordinary shares to Mounterowen Limited to capitalise principal indebtedness.</p>
Total number of Financial Products of the Class after the issue (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue.	688,000,000
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Shareholder resolutions 1, 2, 3, 4, 5, passed at the special meeting of shareholders held on 5 December 2022, and directors' resolutions.

Terms or details of the issue (for example: restrictions, escrow arrangements)	<p>All shares will rank equally with fully paid ordinary shares currently on issue.</p> <p>Additionally, the recipients of the Consideration Shares will be restricted from trading 80% for the Consideration Shares for a lock up period which ends on the first business day after the date on which WasteCo releases its preliminary result to the market for the financial year ending 31 March 2023.</p> <p>Certain exceptions apply to this lock up arrangement, as summarised on page 21 of the Listing Profile released to the NZX on 16 November 2022</p>
Date of issue	5 December 2022
<b>Section 3: Authority for this announcement and contact person</b>	
Name of person authorised to make this announcement	Sean Joyce
Contact person for this announcement	Sean Joyce
Contact phone number	+64 21 865 704
Contact email address	sean@corporate-counsel.co.nz
Date of release through MAP	5 December 2022