



WasteCo Group Limited

Investor Presentation

August 2023



Important Notice and Disclaimer



This presentation contains summary information about WasteCo and its activities that is current as at the date of this presentation.

Information of a general nature

The information in this presentation is of a general nature and does not purport to be complete nor does it contain all the information which a prospective investor may require in evaluating a possible investment in WasteCo or that would be required in a product disclosure statement for the purposes of the New Zealand Financial Markets Conduct Act 2013 (**FMCA**). WasteCo is subject to a disclosure obligation that requires it to notify certain material information to NZX Limited (**NZX**) for the purpose of that information being made available to participants in the market and that information can be found by visiting www.nzx.com/companies/WCO. This presentation should be read in conjunction with WasteCo's other periodic and continuous disclosure announcements released to NZX.

Proposed Offer

This presentation has been prepared by WasteCo Group Limited (**WasteCo**) in relation to a proposed offer of new shares in WasteCo by way of a share purchase plan under Listing Rule 4.3.1 (c) to New Zealand based shareholders in reliance on clause 19 of Schedule 1 to the Financial Markets Conduct Act 2013 (**Offer**). Notwithstanding the proposed Offer, this presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction. WasteCo reserves the right not to proceed with the Offer, to vary the dates of the Offer or to withdraw the Offer without prior notice.

Not financial product advice

This presentation does not constitute legal, financial, tax, financial product advice or investment advice or a recommendation to acquire WasteCo securities, and has been prepared without taking into account the objectives, financial situation or needs of investors. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and consult a financial adviser, solicitor, accountant or other professional advisor if necessary.

Forward-looking statements

This presentation may contain forward-looking statements that reflect WasteCo's current views with respect to future events. Forward-looking statements, by their very nature, involve inherent risks and uncertainties. Many of those risks and uncertainties are matters which are beyond WasteCo's control and could cause actual results to differ from those predicted. Variations could either be materially positive or materially negative. The information is stated only as at the date of this presentation. Except as required by law or regulation (including the NZX Listing Rules), WasteCo undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. To the maximum extent permitted by law, the directors of WasteCo, WasteCo and any of its related bodies corporate and affiliates, and their respective officers, partners, employees, agents, associates and advisers do not make any representation or warranty, express or implied, as to the accuracy, reliability or completeness of such information, or the likelihood of fulfilment of any forward-looking statement or any event or results expressed or implied in any forward-looking statement, and disclaim all responsibility and liability for these forward-looking statements (including, without limitation, liability for negligence).

Financial data

All dollar values are in New Zealand dollars unless otherwise stated.

This presentation should be read in conjunction with, and subject to, the explanations and views of future outlook on market conditions, earnings and activities given in the announcements on 30 June 2023 relating to the financial results for the year ended 31 March 2023.

Effect of rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this presentation.

Past performance

Investors should note that past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) future WasteCo performance, including future financial position or share price performance.

Investment risk

An investment in securities of WasteCo is subject to investment risk and other known and unknown risks, some of which are beyond the control of WasteCo. WasteCo does not guarantee any particular return or the performance of WasteCo shares.

Distribution of presentation

This presentation may not be reproduced in any form or further distributed to any other person, passed on, directly or indirectly, to other person, or published, in whole or in part, for any purpose. Additionally, this presentation must not be distributed in any jurisdiction outside New Zealand in circumstances in which the distribution of this presentation would be unlawful. The distribution of this presentation in jurisdictions outside New Zealand may be restricted by law, and persons into whose possession this presentation comes should observe any such restrictions. Any failure to comply with such restrictions may violate applicable securities laws. None of WasteCo, any person named in this presentation or any of their affiliates accept or shall have any liability to any person in relation to the distribution or possession of this presentation from or in any jurisdiction.

No offer in the United States

This presentation is not for distribution or release in the United States. This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Any shares described in this presentation have not been, and will not be, registered under the US Securities Act of 1933, as amended, or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act of 1933, as amended, and applicable US state securities laws.

Disclaimer

None of WasteCo or WasteCo's advisers (including the lead manager for any offer of WasteCo securities) or any of their respective affiliates, related bodies corporate, directors, officers, partners, employees and agents, have authorised, permitted or caused the issue, submission, dispatch or provision of this presentation and, except to the extent referred to in this presentation, none of them makes or purports to make any statement in this presentation and there is no statement in this presentation which is based on any statement by any of them.

To the maximum extent permitted by law, none of WasteCo and its advisers (including the lead manager for any offer of WasteCo securities), affiliates, related bodies corporate, nor their respective directors, officers, partners, employees and agents makes any representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of information in this presentation and none of them shall have any liability (including for negligence) for:

- any errors or omissions in this presentation; or
- any failure to correct or update this presentation, or any other written or oral communications provided in relation to this presentation; or
- any claim, loss or damage (whether foreseeable or not) arising from the use of any information in, or omitted from, this presentation or otherwise arising in connection with this presentation or the information contained in, or omitted from, it.

Acceptance

By receiving this presentation, you acknowledge and accept the above terms.

Overview

- WasteCo Group Limited (“**WasteCo**”) is a leading South Island waste solution company, processing and diverting liquid and solid waste from landfill. It provides comprehensive solutions for household, commercial, industrial and local authority customers.
- WasteCo’s earnings base is largely underpinned by the provision of essential waste services, including a significant proportion secured by long term contracts, with geographic and sector diversification across councils, healthcare, infrastructure, commercial and industrial customers.
- With a strong emphasis on minimising the environmental impacts of waste, WasteCo has a successful track record of diverting over 40% of waste from landfill and is currently the only NZ waste company certified with Toitu Enviromark diamond certification.
- Following its reverse listing on the NZX in late 2022, WasteCo has grown to a current market cap of ~\$53m and is New Zealand’s only waste services investment opportunity listed on the NZX.
- Since listing, WasteCo has completed the acquisitions of Cleanways and related companies (“**Cleanways**”) and Central Suction Cleaners (“**CSC**”).
- WasteCo has now entered into a conditional agreement to acquire the waste collection business of Southland-based Bond Contracts Limited (“**BCL**”) for a total purchase price of \$8.775m. BCL provides waste collection services and operates transfer stations under a contract with the Invercargill City Council, Gore District Council and Southland District Council (together referred to as the “**WasteNet Councils**”). The contract runs until June 2027.
- The BCL transaction remains conditional on WasteNet Councils’ approval for the transfer of the existing BCL contract to WasteCo as well as other conditions usual for a transaction of this nature.

Capital Raising

- Following the \$4.3m private placement completed on 13 June 2023, WasteCo is now offering up to \$2.5m of newly issued ordinary shares to WasteCo’s existing New Zealand shareholders under an underwritten Share Purchase Plan (“**SPP**”) in conjunction with an additional placement of \$0.5m (together the “**Equity Raising**”).
- The issue price for the underwritten SPP is a fixed price of \$0.065 per new share (the same price as under the June placement) with a maximum application of up to \$15,000 per shareholder. The WasteCo Board reserves the right to accept oversubscriptions under the SPP.
- The funds raised through the Equity Raising will provide WasteCo with the scope and flexibility to grow the existing business through the various contract partnership and / or acquisition opportunities currently available, including partially funding BCL.

Financial Summary

- On 30 June WasteCo reported its audited FY23 financial results for the year to 31 March 2023:
 - FY23 Revenue of \$34.4m, up 83% on FY22*.
 - FY23 Operating EBITDA of \$5.6m, up 73% on FY22*.
 - Total assets of \$43.1m and net debt of \$20.3m.
- On a pro forma basis and assuming 12 months of ownership to 31 March 2023 for each of Cleanways, CSC and BCL, WasteCo would have delivered revenue in excess of \$50m and operating EBITDA of approximately \$10m.¹

* All comparative figures shown relate to the financial performance of the WasteCo business for the year ended 31 March 2022, which is prior to the reverse listing transaction.

1. See page 12 for how the FY23 pro forma financial information was determined.

Company Overview

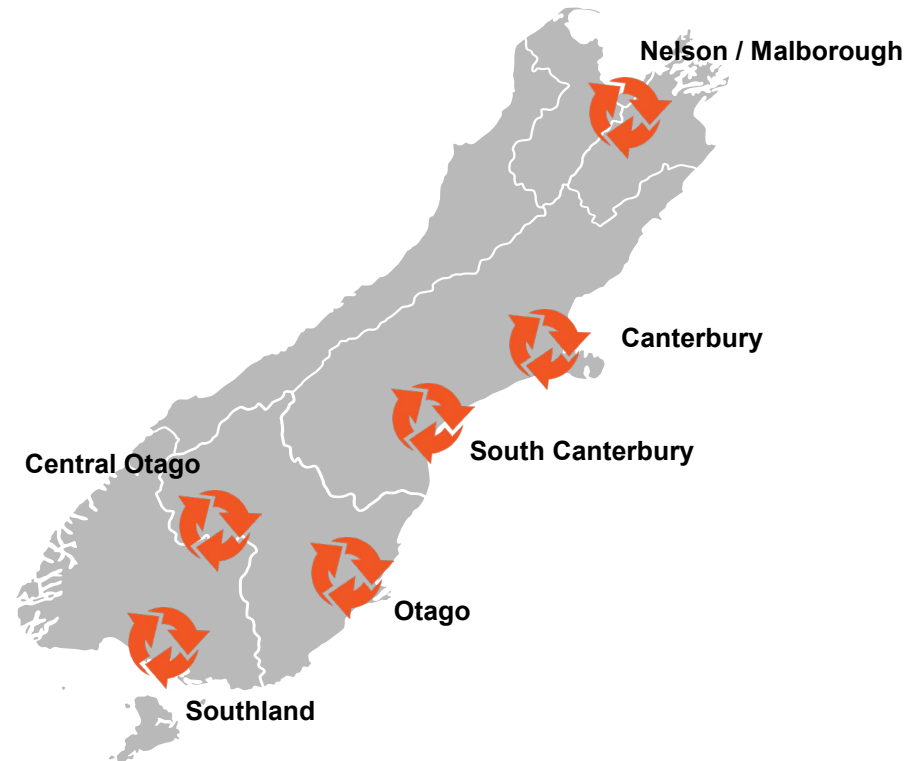


A Leading Independent Waste Services Provider in the South Island



WasteCo is a leading South Island waste solution company, processing and diverting solid waste from landfill. It provides comprehensive solutions for household, commercial, industrial and local authority customers.

Region	Services
Nelson / Marlborough	<ul style="list-style-type: none"> • Sweeping • Industrial Services
Canterbury	<ul style="list-style-type: none"> • Waste Collection • Bin & Skip Rentals • Sweeping • Industrial Services • Event & General Waste Sorting & Diversion • Medical & Quarantine Services • Waste Audits & Training
South Canterbury	<ul style="list-style-type: none"> • Waste Collection • Bin & Skip Rentals
Otago	<ul style="list-style-type: none"> • Waste Collection • Bin & Skip Rentals • Industrial Services • General Waste Sorting & Diversion • Medical & Quarantine Services • Waste Audits & Training • Landfill Management
Central Otago	<ul style="list-style-type: none"> • Waste Collection • Bin & Skip Rentals • Industrial Services
Southland	<ul style="list-style-type: none"> • Industrial Services



Solid Waste Services



WasteCo provides a full suite of solid waste services from collections for Councils to waste solutions for the commercial and industrial sectors

Hook Bins

Primarily used for large quantities of general and demolition waste and hardfill



Gantry Bins

Open top waste bins for large volumes of waste in various sizes, for building sites, home clearances and various other uses



Event Services

WasteCo serves hundreds of events across the South Island, helping organisations improve their waste diversion by up to 80%+ with our waste collection and diversion process



Front Load Bins

Secure bins which are protected from pests and wind. Easy to use and transport on site



Wheelie Bins

Compact bins for smaller spaces, indoor use and high frequency of emptying



Sort Centre

The purpose-built sorting facility on 15 Kilronan Place operates almost 24/7 in Christchurch and can process up to 170 tonnes per day. This facility undergoes constant development and changes to improve diversion and take advantage of technology and new partners



Liquid Waste Services



Professional, certified and trusted, WasteCo's team of specialists take on the toughest industrial cleaning and environmentally hazardous jobs, whilst ensuring hazardous waste is appropriately treated and disposed.

YES

WasteCo prides itself on saying "yes" and finding sustainable solutions for customer challenges which are both commercially viable and good for the environment. A recent example:

- Following the fire at Christchurch City Council's Bromley waste water treatment plant, WasteCo safely removed 25,000m³ of hazardous waste to landfill on time and through innovative solutions developed.

Sweeping, Scrubbing and Spills

- Road Sweeping
- Dust-free Sweeping
- Concrete Floor Scrubbing
- 24hr Spill Response

Jetting, Blasting & Demolition

- Specialist Industrial High Pressure Water Jetting
- Hydro Demolition
- Critical Hygiene High Pressure Water Jetting
- Dry Ice Blasting

Quarantine Biosecurity Waste

- The steam sterilisation autoclave in Christchurch treats medical, clinical & controlled waste for the medical industry
- MPI approved treatment for at-risk quarantine goods
- One of the only two providers in NZ

Suction and Other Cleaning Services

- Hydro-excavation
- Vacuum Loading
- Sump Cleaning
- Air Excavation



Defensive Earnings Characteristics



WasteCo is a leading provider of essential waste services in the South Island with a significant portion of the Group's income derived from long-term contracts with Councils and large commercial customers.



Over 40% of FY23 revenue was contracted and recurring.



A combined weighted average contract term of 5+ years.



Many of WasteCo's customers are considered essential and include local authorities and large corporate customers which have consistent waste solution requirements.



WasteCo operates as one of only a few medical and quarantine waste treatment, remediation and disposal providers in New Zealand.

Some of our trusted clients include:



Prioritising of Sustainable Outcomes



WasteCo is a leader in the diversion of waste from landfill and provides continuously improving outcomes for both Council and Commercial customers. WasteCo's purpose-built sorting facility in Christchurch has capacity to process up to 170 tonnes of waste per day.

Over 40% of WasteCo's incoming waste is diverted from landfill

Continuous development and use of new waste management technology



Over 20,000T p.a. of waste diverted from landfill



WasteCo is proud to be New Zealand's only diamond certified Toitū EnviroMark waste solutions provider, consistently delivering sustainable outcomes and pioneering environmental stewardship.



3,600m² Sorting facility in Christchurch

Growth Strategy

WasteCo is well positioned to target a number of attractive growth opportunities in existing and adjacent industry segments and geographies in our target to achieving \$100m revenue by the end of 2027. Consolidation opportunities continue to offer significant scalability and synergy value.

1

Continued Organic Growth in Waste Services

- Economic growth and increased waste volumes.
- Pipeline of waste contracting opportunities.
- Expansion into adjacent services.
- Significant opportunity to obtain additional market share in industrial services across the rural sector.

2

Further Investment in Plant and Infrastructure

- Increased investment in diversion capabilities – including ability to service new contract wins.
- Expansion of Christchurch sorting facility.
- Establish further network of strategically located sorting facilities to support growth opportunities.
- New high pressure water blasting investment.
- Industry leading hydro-excavation.

3

Geographic Expansion

- Significant further opportunities within South Island which remains the core focus.
- Expansion into Central Otago, Southland and upper South Island now completed.
- Collections across South Island with diversion in Christchurch.
- Longer-term expansion goal into the North Island, through acquisition or organically.

4

Targeted and Disciplined Acquisition Strategy

- Fragmented industry presents significant number of consolidation opportunities.
- Value arbitrage between private transaction multiples and listed multiples supported by strong infrastructure investor sector interest due to defensive earnings.
- Identified a number of strategic acquisition targets across both liquid and solid waste services.
- Track record of successfully integrating acquisitions.
- Established acquisition criteria with expectation that acquisitions will deliver significant synergies.

Completed Acquisitions



WasteCo has completed over 10 acquisitions since the business was established in 2013 with a demonstrable track record of identifying, executing and integrating complementary businesses. The WasteCo Group is dedicated to accelerating growth via acquisitions and continues to actively pursue a range of additional opportunities.



Settled 1st June 2023

Completed Acquisition of Cleanways and related entities, Enviro South and Wastech Services (Central Otago) for NZ\$7.35m

Cleanways, Enviro South are based in Invercargill. Wastech (Central Otago) is based in Cromwell and operates throughout the Central Otago Region providing the following services:

- Liquid Waste
- Rapid Water Delivery
- Surface Oiling Services
- Vacuum Trucks
- Hydro Excavation
- Water Blasting Services
- Contracted Spraying and Mowing
- Front load truck
- Rear load truck



Settled 1st March 2023

Completed Acquisition of Nelson-based Central Suction Cleaners business and assets

CSC delivers a broad range of innovative and sustainable sweeping and waste management solutions. They have a long-standing reputation for providing high quality sweeping and liquid waste solutions and WasteCo is committed to preserving that legacy and expanding capabilities.

The acquisition will enable WasteCo to leverage CSC's extensive experience in street sweeping, road chip recovery, industrial yard sweeping, catch-pit cleaning, hydro vac excavation, concrete/asphalt dish channel cleaning, and plant resource management.



Conditional Acquisition of BCL & Pro Forma Impact



Including recent acquisitions and the conditional agreement to acquire BCL, WasteCo's pro forma revenue and operating EBITDA for the year ending 31 March 2023 would have been approximately \$50m and \$10m respectively.

Conditional Acquisition

WasteCo has entered into a conditional agreement to acquire the waste collection business of BCL for a total purchase price of NZ\$8.775m. BCL holds the waste collection services and transfer station operation contract for WasteNet Councils, collectively servicing Invercargill City Council, Gore District Council and Southland District Council.

The WasteNet Councils contract represents a significant majority of BCL's revenue and expires in mid-2027. The transaction remains conditional on WasteNet Councils approving the transfer of the contract to WasteCo (and certain other conditions usual for a transaction of this nature). WasteCo intends to proactively engage with the WasteNet Councils and participate in subsequent negotiations and tender opportunities for the WasteNet Councils contract beyond 2027.

If the transaction proceeds, the BCL business would significantly increase the proportion of contracted revenue for the WasteCo Group and provides a complementary asset base with more than 60% of the purchase price supported by the value of plant and equipment being acquired.

Summary Pro-Forma FY23 Financial Information

The recently completed acquisitions of Cleanways (settled 1 June 23) and CSC (settled 1 March 23) as well as the conditional BCL acquisition (estimated settlement of 2 October), are expected to deliver meaningful financial contributions and earnings accretion to WasteCo shareholders.

In aggregate and assuming they had been owned by WasteCo for the full 12 months ending 31 March 2023, the acquisitions would result in consolidated WasteCo Group pro forma revenue of \$50.3m and operating EBITDA of \$10.0m as summarised below.¹ Pro forma FY23 net debt following settlement of BCL, the recent equity placement and assuming \$3.0m raised under the current equity capital raising, increases to \$26.9m (~2.7x pro forma FY23 operating EBITDA).¹

Although not an indication of future performance, the historical FY23 pro forma financial information demonstrates WasteCo's progress towards its target of achieving \$100m of revenue by the end of 2027.

Should the conditional acquisition of the BCL business not proceed, WasteCo continues to assess contract partnership and / or acquisition opportunities that would deliver on WasteCo's growth strategy.

NZ\$m	WasteCo FY23	Pro-forma impact of Acquisitions and Funding ^{1,2}	Consolidated Pro-forma FY23
	Audited	Un-audited	Un-audited
Revenue	34.4	15.9	50.3
Operating EBITDA	5.6	4.4	10.0
<i>Operating EBITDA Margin</i>	16%	27%	20%
Net Debt ³	20.3	6.6	26.9

1. FY23 contributions from CSC, Cleanways and BCL reflect normalised unaudited FY23 financial results established during due diligence and reviewed by a third-party adviser. Cleanways FY23 contribution represents 12 months of actual results (31 March year-end) with the BCL FY23 contribution based on 12 months to June 2023 including 7 months actual results and 5 months budget. Pro forma results are for illustrative purposes, are no indication of future performance and include an allocation of assumed overheads under WasteCo ownership.
2. Includes impact of recently completed \$4.32m private placement, \$2.2m of shares issued to the vendors of Cleanways and assumes the \$3.0 million of additional equity (including through the SPP). Incremental net debt of \$6.6m represents the debt funded component of the acquisitions.
3. Net Debt = total borrowings less cash and cash equivalents.

Financial Summary & Outlook



WasteCo is amongst New Zealand's largest independent waste providers with FY23 revenue and operating EBITDA of \$34.4m and \$5.6m respectively with a strong growth outlook.

NZ\$000's	Audited FY22	Audited FY23	% Change
Revenue	18,777	34,392	+83%
Operating EBITDA	3,223	5,586	+73%
<i>Operating EBITDA Margin</i>	<i>17%</i>	<i>16%</i>	
Non-recurring & transaction costs ¹	-	(1,642)	
Reported EBITDA	3,223	3,944	+22%

1. Includes NZX RTO costs and share-based payments.

NZ\$000's	Audited FY22	Audited FY23
Cash & Cash Equivalents	698	873
Trade & Other Receivables	3,697	5,038
PPE & ROU Assets	29,831	36,716
Other Assets	219	487
Total Assets	34,445	43,114
Trade Payables and Other	5,527	5,203
Lease Liabilities	5,999	6,675
Borrowings	16,713	21,176
Payable for Business Acquisition	3,562	115
Other Liabilities	361	86
Total Liabilities	32,162	33,255
Total Equity	2,283	9,859

* The FY22 figures shown relate to the financial performance of the WasteCo business prior to the reverse listing and comparative figures are calculated on that basis.

Significant opportunities for continued revenue growth:

- New contract partnerships with existing and new customers with a strong focus on finding sustainable waste solutions;
- Organic growth in existing and new services;
- Earnings contributions from recently completed acquisitions of CSC (March 2023) and Cleanways (June 2023) expected to be evident in the second half of FY24; and
- The conditional agreement to acquire the BCL business (targeting settlement 2 October 2023).

WasteCo continues to take advantage of the considerable opportunities available with our target of achieving \$100m of revenue by the end of 2027.





Costs incurred for acquisition and capital raising related expenses in the first half and the timing of the acquisition of the Cleanways and BCL businesses (assuming settlement conditions are met) will result in WasteCo's earnings being heavily weighted to the second half of FY24.

Our ability to provide innovative waste solutions in partnership with our customers is a key driver. WasteCo prides itself on exceeding the expectations of our customers and the public with our efforts to deal with waste as sustainably and responsibly as possible. This means constantly challenging ourselves to find more solutions to remove as much volume from landfill as possible.

Board and Senior Management



Senior management team with considerable sector expertise supported by Board comprising directors with significant capital markets, governance and acquisition expertise.

	Shane Edmond Chairman & Executive Director	Shane became a shareholder of WasteCo in December 2020. Shane has had extensive experience in the financial markets having worked in London and New Zealand for over 30 years. Shane is currently an executive director of Forsyth Barr Limited. He was previously a member of the Financial Market Authority's Code Committee for Financial Advisers for seven years.
	Angus Cooper Independent Director	Angus has 30 years of commercial experience in the public company arena — the majority of which being in strategic General Management roles within EBOS Group Limited. He was also GM of Mergers and Acquisitions for over 10 years, completing 25 acquisitions and five divestments for the group. Complementing his executive and management experience, Angus was a director of Animates Pet Stores for over seven years and has broad governance experience across a range of sectors.
	Roger Gower Independent Director	Roger Gower, has wide experience as a company executive, director and Chairman in both public and private companies. He is currently also Chairman of PrimePort Timaru Limited and New Zealand Food Innovation Auckland Limited (the Food Bowl). Roger is also an independent director of NZX-listed Me Today Limited and the Chief Executive of New Zealand's Best Food & Beverage Limited. Roger has a BCom from the University of Auckland, an MBA from Massey University and an MPhil from the University of Cambridge
	James Redmayne Chief Executive Officer	James had 18 years of financial leadership and general management experience under his belt before embarking on the WasteCo journey, working in industries as diverse as banking, foreign exchange, broadcasting and pharmaceuticals as well as manufacturing entities involved in carpets, food and engineering. James prides himself on being a highly effective people leader, fostering a culture of trust and empowering individuals to reach their full potential by leveraging their unique strengths and cultivating a supportive and inclusive environment.
	Carl Storm Chief Operating Officer	Carl is an extremely motivated, highly energised, and focused leader who thrives on finding solutions to challenges. Carl has a lifetime of experience in the waste and recycling sector starting his first company at 16 while still at school. Carl is an inspirational leader of people and highly skilled in crisis management. He is an experienced Company Director and a valuable part of the WasteCo Senior Leadership Team.
	Sam Vanderpyl Chief Financial Officer	Sam has worked in finance over the past 8 years gaining experience across a range of industries. Currently the CFO, Sam is responsible for overseeing the finance and accounting function of the WasteCo Group. The role includes forecasting, risk management, acquisitions, analytical review, group financial statement reporting, as well as looking to the future in updating and implementing systems and processes to continue to enable WasteCo's growth.
	Nigel Franklin Head of Strategy & Investment	A highly experienced CFO/CEO and qualified CA with extensive financial and people management exposure. With a proven ability to effectively manage a multi-national, multi-million-dollar group of companies that encompasses a variety of business operations. Expertise includes governance, strategy planning and implementation, financial reporting and project management.

Equity Raising Details



WASTECO

Ph 341 1111
www.wasteco.co.nz

WASTECO

Ph 341 1111
www.wasteco.co.nz

WASTECO

Ph 341 1111
www.wasteco.co.nz

WASTECO

Ph 341 1111
www.wasteco.co.nz

Offer Size & Structure

- WasteCo is offering up to \$2.5m¹ of newly issued ordinary shares to WasteCo's existing New Zealand shareholders under a Share Purchase Plan (“SPP”).
- The SPP issue price is a fixed price of \$0.065 per new share (the same price as under the placement completed on 13 June 2023) and is fully underwritten by existing shareholders of WasteCo.
- Each shareholder with a registered address in New Zealand may apply for up to \$15,000 in new shares under the SPP with the ability to apply for oversubscriptions. The WasteCo Board reserves the right to accept oversubscriptions.
- Details of the SPP and how to subscribe will be included in the SPP Offer Booklet to be sent to shareholders.
- In conjunction with the SPP, WasteCo has also undertaken a placement of \$0.5m at the same issue price of \$0.065 per share to two shareholder directors (CEO and Chair), increasing the total capital expected to be raised, including through the underwritten SPP, to a minimum of \$3.0m. The placement shares will be issued on the same date as the new shares under the SPP.
- The new equity will provide WasteCo with the scope and flexibility to grow the existing business through the various contract partnership and / or other acquisition opportunities currently available and support the acquisition of BCL.

Ranking

- All Shares issued under the SPP will be of the same class as, and rank equally with, all shares in WCO on issue at the Allotment Date.

Underwriting

- WasteCo has agreed with certain existing shareholders that they will underwrite the SPP (“Underwriters”). The Underwriters will subscribe for Shares (at the issue price of \$0.065 per Share) that are not subscribed for under the SPP. Oversubscription applications (if accepted by WasteCo) will be allocated prior to any remaining Shares under the SPP being allocated to the Underwriters.
- Each Underwriter will be paid an agreed underwriting fee for their services in connection with the SPP. The underwriting agreements contain termination events, representations, warranties and indemnities that are customary for an offer of this nature.

Key Dates¹

Record date	5pm (NZT), 10 August 2023
SPP opens and documentation sent to shareholders	14 August 2023
SPP closes	23 August 2023
SPP settlement, shares allotted and commencement of trading on NZX	30 August 2023

¹ Subject to the Listing Rules and applicable laws, WCO reserves the right to alter the SPP offer size and dates.

Risk Factors

Before investing in WasteCo, you should be aware that an investment has a number of risks, some of which are specific to WasteCo and some of which relate to listed securities generally, and many of which are beyond the control of WasteCo. Additionally, some risks may be unknown and other risks, currently believed to be immaterial, could turn out to be material. This section identifies some of the key risks that WasteCo has identified in connection with the SPP. Further detail in respect of those risks can be found in WasteCo's November 2022 Listing Profile. Whilst the section below aims to highlight some of the key risks, it is not exhaustive. Investors should also refer to WasteCo's previous NZX disclosures, including its most recent Annual Report.

WasteCo's business and its ability to grow relies on its ability to retain existing customer relationships and develop new ones. This is particularly relevant to WasteCo's revenue with its contracted customers. There is no guarantee that these relationships will continue beyond the terms of contracts or if they do continue, that these relationships will be successful.

The performance of WasteCo may be subject to conditions beyond the control of management, and these conditions may reduce sales of its services and/or increase costs of both current and future operations. There are things that may cause disruptions to business operations, higher operating costs or deterioration in WasteCo's ability to provide collections and other transport solutions to an adequate standard that satisfies customer requirements. These circumstances may adversely affect WasteCo's reputation, profitability and growth.

In accordance with its growth strategy, WasteCo has undertaken a number of acquisitions. At the time of each acquisition, WasteCo conducted sufficient due diligence enquiries. Notwithstanding this due diligence, it is possible that one or more material issues or liabilities may not have been identified, or are of an amount that is greater than expected, and that the standard protections (in the form of representations, warranties and indemnities) negotiated by WasteCo prior to the relevant acquisition are inadequate in the circumstances. Such issues or liabilities could adversely affect WasteCo's financial performance, position and future prospects.

There may be relatively few potential buyers or sellers of the shares on the NZX at any time. This may increase the volatility of the market price of shares. It may also affect the prevailing market price at which shareholders are able to sell their shares. This may result in shareholders receiving a market price for their shares that is less or more than the price that shareholders paid.

Before deciding whether to invest in WasteCo shares, you must make your own assessment of the risks associated with the investment, including the inherent risks from investing in shares and the uncertainties noted above, and consider whether such an investment is suitable for you having regard to all other publicly available information, your personal circumstances and following consultation with your financial and other professional advisers.

