



## NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING

Notice is given that the 2025 Annual Shareholders' Meeting of WasteCo Group Limited will be held at PwC Centre, Level 3, 60 Cashel Street, Christchurch Central City, Christchurch on Friday, 26 September 2025, commencing at 1pm.

Dear Shareholder,

WasteCo Group Limited (**Company** or **WasteCo**) invites you to join us at our Annual Shareholders' Meeting on Friday, 26 September 2025, commencing at 1pm. This will be held at PwC Centre, Level 3, 60 Cashel Street, Christchurch Central City, Christchurch.

A copy of the WasteCo Annual Report for the financial year ended 31 March 2025 is available on our website: <https://wasteco.co.nz/wp-content/uploads/2025/05/WasteCo-NZ-Ltd-Annual-Report-FY25.pdf>.

If you are unable to attend, we encourage you to complete and lodge the proxy form in accordance with the instructions on the back of that form.

We look forward to welcoming you to the Annual Meeting.

Yours sincerely

A handwritten signature in blue ink, appearing to read "Roger Gower", written in a cursive style.

**Roger Gower**  
Chairman

### Important Dates and Times

Latest time for receipt of proxy forms and questions: 1pm on Wednesday 24 September 2025

Time for determining voting entitlement at the Meeting: 1pm on Wednesday 24 September 2025

## AGENDA

1. Chairman, CEO and Executive Presentations
2. Shareholder Discussion
3. Resolutions

To consider, and if thought fit, pass the following Resolutions:

**Resolution 1:** To record the re-appointment of Deloitte as auditor of the Company and to authorise the Directors to fix the auditors' remuneration for the ensuing year.

**Resolution 2:** That Shane Edmond, who retires by rotation pursuant to NZX Listing Rule 2.7.1 and has offered himself for re-election, be re-elected as a Director of the Company.

**Resolution 3:** That Simon Herbert, who was appointed by the Board since the Company's last annual meeting and retires pursuant to NZX Listing Rule 2.7.1 and, being eligible, has offered himself for election, be elected as a Director of the Company.

**Resolution 4:** That Sean Joyce, who was appointed by the Board since the Company's last annual meeting and retires pursuant to NZX Listing Rule 2.7.1 and, being eligible, has offered himself for election, be elected as a Director of the Company.

**Resolution 5:** That Sara Lunam, who was appointed by the Board since the Company's last annual meeting and retires pursuant to NZX Listing Rule 2.7.1 and, being eligible, has offered herself for election, be elected as a Director of the Company.

**Resolution 6:** That, James Redmayne, who retires by rotation pursuant to NZX Listing Rule 2.7.1 and has offered himself for re-election, be re-elected as a Director of the Company.

***Further information relating to the Resolutions is set out in the Explanatory Notes. For the reasons set out further in the Explanatory notes, the Board recommends shareholders vote in favour of resolutions 1 to 6.***

4. To consider any other ordinary business which may properly be brought before the Meeting.

WasteCo's Board and Management invite attendees to join them for light refreshments at the end of the Meeting.

A copy of the Annual Meeting presentations will be available to view on the Company's website [www.wasteco.co.nz](http://www.wasteco.co.nz) under the 'Investor Centre' section.

**By order of the Board of Directors**

**Roger Gower**  
**Chairman**

**11 September 2025**

## EXPLANATORY NOTES

In these explanatory notes, references to “Listing Rules” are to the NZX Listing Rules.

The Resolutions to be put before Shareholders is an Ordinary Resolution and requires approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the Resolutions.

### **AUDITORS**

#### **RESOLUTION 1: AUDITORS’ REMUNERATION**

Under section 207T of the Companies Act 1993 (**Companies Act**), the current auditor of the Company, Deloitte, is automatically reappointed at the Annual Meeting as auditor of the Company. As announced on 2 February 2024, Deloitte was appointed as the auditor of the Company with immediate effect, following the resignation of the previous auditor, Baker Tilly Staples Rodway.

Under section 207S of the Companies Act, the auditor’s fees and expenses must be fixed in the manner that is determined at the Annual Meeting of the Company. The Resolution therefore authorises the Board to fix the remuneration of Deloitte as the Company’s auditor for the current financial year.

### **DIRECTOR ELECTIONS AND RE-ELECTION**

WasteCo regularly reviews its Board membership to ensure that the appropriate skills, capabilities, experience, and knowledge are in place to provide effective oversight of the Company’s strategy and commercial progress.

The Board has identified the skills it believes are important to support the Company’s strategy and continued momentum and the Board believes that the current Directors offer valuable and complementary skill sets.

NZX Listing Rule 2.1.1(c) requires that at least two of the Directors are Independent Directors within the requirements of the Listing Rules.

Under NZX Listing Rule 2.7.1 a director previously elected by shareholders must not hold office past the third annual meeting following appointment or three years, whichever is longer, without being re-elected by shareholders.

Also under Listing Rule 2.7.1 any person who is appointed as an additional director by the Board during the year must retire at the next annual meeting, but is eligible for election.

Under NZX Listing Rule 2.3.2, WasteCo was required to announce to NZX a closing time for nomination of additional directors by shareholders. WasteCo did this on 22 August 2025, setting a closing date of 4pm on 5 September 2025.

#### **RESOLUTION 2: RE-ELECTION OF SHANE EDMOND AS A DIRECTOR**

**Board Responsibilities:** Independent Director, Chair of the Audit, Finance and Risk Committee and member of the Remuneration, Nominations and Health and Safety Committee.

Shane Edmond retires by rotation and, being eligible, offers himself for re-election. The Board unanimously supports his re-election.

Shane has extensive experience in financial markets, having worked in London and New Zealand for more than 30 years. He was previously a member of the Financial Market

Authority's Code Committee for Financial Advisers for seven years. Shane became a shareholder and a director of WasteCo Holdings NZ in December 2020 (prior to the reverse listing) and served as Chair from December 2022 to December 2024.

The Board has determined that Shane Edmond is an Independent Director for the purposes of the Listing Rules.

### **RESOLUTION 3: ELECTION OF SIMON HERBERT AS A DIRECTOR**

**Board Responsibilities:** Non-Independent Director.

Simon Herbert was appointed as an additional director by the Board in December 2024 and retires from office at the meeting. Simon offers himself for election. The Board unanimously supports his election.

Simon brings more than 25 years of experience in business and property investment, combined with an 18 year legal career in major New Zealand law firms. As principal of Empire Capital, Simon has spearheaded transformative projects, including acquisitions across marine, residential, industrial and commercial property, and technology sectors. Notable achievements include the acquisition of three of Auckland's privately owned marinas and associated waterfront land holdings and businesses into thriving enterprises.

Lesser known is his investment in technological infrastructure, reflecting his strategic vision and entrepreneurial leadership. His proven expertise, experience, and forward-thinking leadership will be valuable as WasteCo continues on its aggressive growth trajectory.

The Board has determined that Simon Herbert is an Non-Independent Director for the purposes of the Listing Rules, as he was appointed to the Board by a substantial product holder of the Company, Empire Waste Technology Limited, under the terms of a convertible note agreement.

### **RESOLUTION 4: ELECTION OF SEAN JOYCE AS A DIRECTOR**

**Board Responsibilities:** Non-Independent Director.

Sean Joyce was appointed as an additional director by the Board in December 2024 and retires from office at the meeting. Sean offers himself for election. The Board unanimously supports his election.

Sean has more than 30 years' experience in the corporate sector as a corporate lawyer and a market participant. Sean has a particular focus on the capital markets and securities laws in New Zealand. This includes regulatory compliance, initial public offerings, compliance listings, reverse listings, takeovers, fundraising and offerings of various types of securities in New Zealand.

Sean is a Chartered Member of the Institute of Directors (CMinstD) and holds a Bachelor of Arts and a Bachelor of Laws (Hons) from Auckland University. Sean is a director of a number of private and listed companies.

The Board has determined that Sean Joyce is an Non-Independent Director for the purposes of the Listing Rules, as he was appointed to the Board by a substantial product holder of the Company, Empire Waste Technology Limited, under the terms of a convertible notes agreement.

## **RESOLUTION 5: ELECTION OF SARA LUNAM AS A DIRECTOR**

**Board Responsibilities:** Independent Director.

Sara Lunam was appointed as an additional director by the Board in July 2025 and retires from office at the meeting. Sara offers herself for election. The Board unanimously supports her election.

Sara brings more than three decades of governance and executive leadership experience across New Zealand and Australia. She has held senior roles in the transport, logistics, agriculture and energy sectors, including as a key member of the executive team at Port of Tauranga, where she was involved in major joint ventures and operational integrations.

Sara currently serves as Chair of the Waipuna Hospice Foundation and has held numerous governance positions, including with New Zealand Post, Genesis Energy, New Zealand Merino and The Employers & Manufacturers Association. Sara's appointment is part of WasteCo's ongoing board refresh and brings further depth in infrastructure, logistics, and strategic transformation.

The Board has determined that Sara Lunam is an Independent Director for the purposes of the Listing Rules.

## **RESOLUTION 6: RE-ELECTION OF JAMES REDMAYNE AS A DIRECTOR**

**Board Responsibilities:** Non-Independent Director and member of the Audit, Finance and Risk Committee.

James Redmayne retires by rotation and being eligible, offers himself for re-election. The Board unanimously supports his re-election.

James is one of WasteCo's founders. Before launching WasteCo with Carl Storm, James had 18 years cost and management accounting experience in banking, foreign exchange, broadcasting, manufacturing and pharmaceuticals.

The Board has determined that James Redmayne is an Non-Independent Director for the purposes of the Listing Rules. He is a substantial product holder of the Company as a joint trustee of a family trust.

## **IMPORTANT INFORMATION**

### **ATTENDING THE ANNUAL MEETING**

Shareholders will be able to attend the Meeting in person in Christchurch.

If you are attending the Meeting, please bring the proxy form or your CSN/Holder number with you to help make registration quick and simple with the team at MUFG Pension & Market Services (previously known as Link Market Services).

### **VOTING**

The only persons entitled to vote at the Annual Meeting are registered shareholders (or their proxies or representatives) as at 1pm on Wednesday 24 September 2025. Only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

Voting can be done in two ways: By attending the Annual Meeting and submitting your vote; or by appointing a proxy to vote on your behalf at the Meeting.

## **PROXIES, CORPORATE REPRESENTATIVES AND POWER OF ATTORNEY**

Any shareholder may appoint another person or persons as proxy to attend, and vote on their behalf at the Meeting. If a shareholder wishes to appoint a proxy to attend and vote in their place, that shareholder should complete the proxy form which is enclosed with this Notice of Meeting or follow the instructions on the proxy form. Either of the joint holders of a share may sign the proxy form. A proxy does not have to be a shareholder in the Company.

The Chairman, the Directors and Chief Executive Officer offer themselves as proxy to shareholders and, if given discretion, will vote in favour of the Resolution.

A proxy is able to vote on motions from the floor and/or any resolutions put before the meeting to amend the resolution stated in this notice.

A corporation that is a shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the Meeting evidence of their authority to act for the relevant corporation. Any person representing a shareholder(s) by virtue of a power of attorney must bring evidence of their authority to vote on behalf of the shareholder(s) and power of attorney.

Proxy forms and corporate representatives must be received by MUFG Pension & Market Services by 1pm on Wednesday 24 September 2025 (being 48 hours before the commencement of the Meeting).

Proxy forms can be lodged by:

- Online at <https://nz.investorcentre.mpms.mufg.com/voting/WCO>
- Post to MUFG Pension & Market Services, PO Box 91976, Auckland 1142, New Zealand
- Deliver in person to MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010
- Email to [meetings.nz@cm.mpms.mufg.com](mailto:meetings.nz@cm.mpms.mufg.com)

## **SHAREHOLDER QUESTIONS**

WasteCo offers the facility for shareholders to submit questions to the Board in advance of the Meeting. Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements, general questions regarding the performance of WasteCo, and questions with regard to the Resolution. There will also be an opportunity for shareholders to ask questions online during the Meeting.

Please submit questions by completing the section on the Proxy Form or by email to [meetings@mpms.mufg.com](mailto:meetings@mpms.mufg.com) by 1pm on Wednesday 24 September 2025. Please write 'WCO Questions from Shareholders' in the subject line of the email.

## **PRESENTATIONS AND WASTECO'S FY25 ANNUAL REPORT**

The Meeting presentations and voting results will be released to the NZX and published on the Company's website at [www.wasteco.co.nz](http://www.wasteco.co.nz) under the 'Investor Centre' section.

A copy of WasteCo's latest Annual Report is publicly available, and copies of future Shareholder Reports will be available, on the Company's website at: <https://wasteco.co.nz/wp-content/uploads/2025/05/WasteCo-NZ-Ltd-Annual-Report-FY25.pdf>.

You may, at any time, request a free copy of the most recent and future Annual Reports. If you wish to do so, please update your communication preferences by visiting the MUFG Pension & Market Services Investor Centre at: [nz.investorcentre.mpms.mufg.com](https://nz.investorcentre.mpms.mufg.com)

Alternatively, your request can be emailed to [meetings.nz@cm.mpms.mufig.com](mailto:meetings.nz@cm.mpms.mufig.com) (Please use "WCO Report" as the subject line for easy identification) or by contacting MUFG Pension & Market Services by phone: 09 375 5998 ( or +64 9 375 5998 for international calls).