

**REPORT ON VOTING RESULTS OF WASTE CONNECTIONS, INC.**

In accordance with Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, we hereby advise of the results of the voting on the matters submitted to the annual meeting of shareholders of Waste Connections, Inc. held on May 19, 2023.

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM 8-K**

---

Current Report  
Pursuant To Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 19, 2023

---

**Waste Connections, Inc.**

(Exact name of registrant as specified in its charter)

---

Ontario, Canada  
(State or other jurisdiction  
of Incorporation)

1-34370  
(Commission  
File Number)

98-1202763  
(I.R.S. Employer  
Identification No.)

6220 Hwy 7, Suite 600  
Woodbridge  
Ontario L4H 4G3  
Canada  
(Address of principal executive offices)

Registrant's telephone number, including area code: (905) 532-7510

Not Applicable  
(Former name or address, if changed since last report.)

---

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value	WCN	New York Stock Exchange Toronto Stock Exchange

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Waste Connections, Inc. (the “Company”) held its 2023 annual meeting of shareholders on May 19, 2023 (the “Meeting”).

The Company’s shareholders (the “Shareholders”) elected each of the eight nominees for director by the votes indicated below:

<b>Nominee for Director:</b>	<b>Total Votes For:</b>	<b>Total Votes Withheld:</b>	<b>Total Broker Non-Votes:</b>
Andrea E. Bertone	222,424,465	559,643	6,669,445
Edward E. “Ned” Guillet	194,627,982	28,356,126	6,669,445
Michael W. Harlan	208,379,070	14,605,038	6,669,445
Larry S. Hughes	222,563,911	420,197	6,669,445
Elise L. Jordan	221,439,274	1,544,834	6,669,445
Susan “Sue” Lee	221,241,377	1,742,731	6,669,445
Ronald J. Mittelstaedt	218,434,526	4,549,582	6,669,445
William J. Razzouk	201,434,147	21,549,961	6,669,445

The Shareholders approved on a non-binding, advisory basis the compensation of the Company’s named executive officers as disclosed in the Company’s management information circular and proxy statement in respect of the Meeting (“say on pay”), by the votes indicated below:

Total Votes For:	212,844,064
Total Votes Against:	9,875,306
Total Votes Abstained:	264,738
Total Broker Non-Votes:	6,669,445

The Shareholders approved on a non-binding, advisory basis holding future say on pay votes every year by the votes indicated below:

Total Votes For Every Year:	216,366,415
Total Votes For Every Two Years:	67,981
Total Votes For Every Three Years:	965,413
Total Votes Abstained:	5,584,299
Total Broker Non-Votes:	6,669,445

The Shareholders approved the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for 2023 and authorized the Company’s Board of Directors to fix the auditor’s remuneration by the votes indicated below:

Total Votes For:	229,522,150
Total Votes Withheld:	131,403

**Item 8.01. Other Events.**

On May 19, 2023, the Company issued a press release announcing that the Shareholders had elected as the Company’s directors each of the nominees listed above under Item 5.07 at the Meeting. The press release announcing the election of the directors and related matters is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

---

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibit.

99.1 [Press Release, dated May 19, 2023, issued by Waste Connections, Inc.](#)

104 The cover page of Waste Connections, Inc. on Current Report on Form 8-K formatted in Inline XBRL.

---

**SIGNATURES**

Pursuant to the requirements of the U.S. Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WASTE CONNECTIONS, INC.**

Date: May 19, 2023

BY: /s/ Mary Anne Whitney

Mary Anne Whitney

Executive Vice President and Chief Financial Officer

---



## WASTE CONNECTIONS ANNOUNCES RESULTS FROM ANNUAL SHAREHOLDERS MEETING

**TORONTO, ONTARIO, May 19, 2023** – Waste Connections, Inc. (TSX/NYSE: WCN) (“Waste Connections” or the “Company”) today announced that all of the nominees listed in the Company’s 2023 management information circular and proxy statement (the “proxy statement”) for the annual meeting of shareholders held on May 19, 2023 (the “Meeting”), and nominated at the Meeting, were elected as directors of the Company. Each director will serve until the next annual meeting of shareholders or until his or her successor is duly elected or appointed.

Detailed results of the vote for the election of directors held at the Meeting are set out below.

Nominee	Votes For	% Votes For	Votes Withheld	% Votes Withheld
Andrea E. Bertone	222,424,465	99.75%	559,643	0.25%
Edward E. “Ned” Guillet	194,627,982	87.28%	28,356,126	12.72%
Michael W. Harlan	208,379,070	93.45%	14,605,038	6.55%
Larry S. Hughes	222,563,911	99.81%	420,197	0.19%
Elise L. Jordan	221,439,274	99.31%	1,544,834	0.69%
Susan “Sue” Lee	221,241,377	99.22%	1,742,731	0.78%
Ronald J. Mittelstaedt	218,434,526	97.96%	4,549,582	2.04%
William J. Razzouk	201,434,147	90.34%	21,549,961	9.66%

As each received at least a majority of the total number of votes cast in respect of his or her election, all director nominees have been elected in accordance with the majority voting policy included in the Company’s Corporate Governance Guidelines and Board Charter.

The shareholders approved on a non-binding, advisory basis the compensation of the Company’s named executive officers as disclosed in the proxy statement in respect of the Meeting (“Say-on-Pay”).

The shareholders approved on a non-binding, advisory basis holding future Say-on-Pay advisory votes every year.

The shareholders approved the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for 2023 and authorized the Company’s Board of Directors to fix the auditor’s remuneration.

Final voting results on all matters considered at the Meeting will be filed with U.S. Securities and Exchange Commission and the securities commissions or similar regulatory authorities in Canada.

### **About Waste Connections**

Waste Connections is an integrated solid waste services company that provides non-hazardous waste collection, transfer and disposal services, along with resource recovery primarily through recycling and renewable fuels generation. The Company serves more than eight million residential, commercial and industrial customers in mostly exclusive and secondary markets across 43 states in the U.S. and six provinces in Canada. Waste Connections also provides non-hazardous oilfield waste treatment, recovery and disposal services in several basins across the U.S., as well as intermodal services for the movement of cargo and solid waste containers in the Pacific Northwest. For more information, visit Waste Connections at [www.wasteconnections.com](http://www.wasteconnections.com).

CONTACT:

Mary Anne Whitney / (832) 442-2253  
[maryanne@wasteconnections.com](mailto:maryanne@wasteconnections.com)

Joe Box / (832) 442-2153  
[joe.box@wasteconnections.com](mailto:joe.box@wasteconnections.com)

---