

Cleanaway Waste Management Limited (Cleanaway or the Company) believes that high standards of corporate governance are critical to the achievement of business objectives and, in turn, the creation and protection of shareholders' interests, through effective oversight, risk management and transparency.

The Board of Cleanaway has adopted a range of charters and policies, which enshrine high standards of corporate governance across the Company's operations. Copies of Board and Committee charters and key policies and documents supporting Cleanaway's corporate governance practices are available online at <http://www.cleanaway.com.au/for-investors/corporate-governance/>. These documents are regularly reviewed by the Board in conjunction with Management to ensure that they continue to reflect any changes in governance practices and the law.

This Corporate Governance Statement was approved by the Board on 22 August 2017 and outlines Cleanaway's key corporate governance practices and related charters and policies as at 30 June 2017 and are consistent with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 3rd Edition*.

Principle 1: Lay solid foundations for management and oversight

The Cleanaway Board is responsible for the overall stewardship, strategic direction, governance and performance of the Company. The Board operates under a Charter, which sets out its role, powers and responsibilities.

The Board's objectives are to:

- oversee and monitor the strategic direction of Cleanaway and provide effective oversight of its management and business activities;
- optimise Cleanaway's performance so as to create and build sustainable value for shareholders within a framework of appropriate risk assessment and management; and
- seek to ensure Cleanaway acts in accordance with its legal and other obligations.

The key responsibilities of the Board in support of these objectives as set out in the Charter are as follows:

- oversight of Cleanaway, including its control and accountability systems, that seek to ensure the creation and protection of shareholder value;
- monitoring of Cleanaway's financial position and its ability to meet its debts and other obligations as they fall due;
- promulgating clear standards of ethical behaviour required of Directors, Senior Executives and employees, and encouraging observance of those standards;
- reviewing, ratifying and monitoring systems of risk management, internal compliance and control, codes of conduct and legal compliance;
- ensuring that an appropriate health, safety and environment framework is in place to support safe workplace practices and to comply with Cleanaway's environmental obligations;
- contributing to the development of and final approval of, management's corporate strategy and performance objectives; and
- monitoring the implementation of the strategic plans and performance objectives of Cleanaway and assessing Cleanaway's performance against these.

Key functions reserved to the Board as set out in the Charter are as follows:

- adopting an annual budget for the financial performance of Cleanaway and monitoring performance against it;
- approving material capital expenditures, acquisitions and divestments and other material transactions;
- approving the Chief Executive Officer's (CEO) terms of engagement and where required, his termination benefits;
- reviewing the remuneration and incentive framework for senior management and all Cleanaway employees;
- approving Cleanaway's annual report and financial reports upon recommendations from the Audit and Risk Committee, and in accordance with the Corporations Act, ASX Listing Rules and any other applicable regulations;
- approving capital management matters, including Cleanaway's dividend policy and authorising payment of dividends;
- ensuring proper and timely financial and governance reporting to shareholders and other stakeholders;
- reviewing on a continuing basis:
 - recruitment, retention and termination policies and procedures for senior management; and
 - executive succession planning (in particular the office of CEO);
- reviewing, at least annually, diversity and inclusion policy, diversity targets, initiatives and progress toward their achievement; and
- monitoring and overseeing the management of shareholder and stakeholder relations.

The Board has delegated the responsibility of day-to-day management and the performance of Cleanaway and the development and implementation of Board-endorsed strategy to the CEO and Management. This delegation is formally reflected in, and governed by, delegated authority limits, which are regularly reviewed and endorsed by the Board.

Appointment of Directors and Executive Committee members

Cleanaway carefully considers the character, experience, education and skill set, as well as interests and associations, of each potential candidate for appointment to the Board and conducts appropriate checks to verify the suitability of the candidate prior to their appointment as a Director.

Cleanaway has appropriate procedures in place to ensure that material information relevant to a decision to elect or re-elect a Director is disclosed in the notice of meeting provided to shareholders.

In addition to being set out in the Charter, the roles and responsibilities of Directors are formalised in the letter of appointment, which each Director is required to sign to confirm their appointment.

Each letter of appointment specifies the term of appointment, time commitment envisaged, expectations in relation to committee work or any other special duties attaching to the position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, insurance and indemnity entitlements and details of the Company’s key governance policies.

Each member of the Executive Committee enters into a service contract with the Company, which sets out the material terms of their employment, including a description of position and duties, reporting lines, remuneration arrangements and termination rights and entitlements.

Details of contractual entitlements of Executive Committee members who are Key Management Personnel are summarised in the Remuneration Report of the Annual Report.

Company Secretary

The Company Secretary is responsible for ensuring that Board policies and procedures are complied with and that governance matters are addressed. The Company Secretary is accountable to the Board, through the Chairperson, on all matters to do with the proper function of the Board.

Each Director is entitled to access the advice and services of the Company Secretary. The appointment and removal of a Company Secretary is a matter reserved for decision by the Board.

Diversity and Inclusion

At Cleanaway, our workforce is made up of people with diverse values, backgrounds, skills, experiences and needs. We value diversity and inclusion and recognise the benefits that it brings to our Company, as well as to us as individual employees within Cleanaway. It also strengthens our connection and care for our customers, the communities we operate within and any other key stakeholders we engage with.

Cleanaway’s Diversity & Inclusion Policy Statement, which can be found at <http://www.cleanaway.com.au/about-us/our-people/diversity-and-inclusion/> and the supporting processes are aimed at creating a culture where our employees understand that each individual is unique and that being inclusive and engaging diversely makes us more productive, innovative and competitive. Under this Policy, the Board is responsible for establishing measurable objectives for achieving diversity within Cleanaway and assessing the progress in achieving the targets.

Performance against these objectives for the period 1 July 2016 – 30 June 2017 is set out below:

Targets for 30 June 2017	At 30 June 2016	At 30 June 2017
Increase overall female representation to 21%	19%	19%
Increase females in management roles to 22%	19%	19%
Increase females in operational roles to 4.5%	4.4%	5.2%

We have seen a consistent positive uplift in female participation within operational roles in FY17. The result of 5.2% is specifically contributed to the increase of female drivers, operators and general labourers joining our workforce. This is an 18% improvement compared to the prior year performance result.

Performance targets around ‘overall female participation’ and ‘females in management roles’ have been maintained. Reduced recruitment activities across the Company during the last 12 months have impacted both performance metrics.

In addition:

- One of our six Non-executive Directors is female (17% representation).
- One of our seven senior Executive Committee members is female (14% representation).

During the last 12 months, Cleanaway has specifically focussed on laying down the foundation for Diversity & Inclusion. We have developed and implemented Cleanaway's first Reconciliation Action Plan 2017 – 2018 (RAP), endorsed by Reconciliation Australia. Our RAP is available online at <http://www.cleanaway.com.au/about-us/our-people/aboriginal-engagement/>

To ensure common engagement across the Company we have established champion Working Groups for our RAP and Diversity & Inclusion. Our *Reflect* journey as outlined in the RAP is confidently underway. Similarly, we have developed and are implementing a Diversity & Inclusion Engagement Plan 2017 – 2020 (Plan) in support of covering a wider range of inclusive initiatives. The Plan is intended to drive and create a culture that values, encourages and embraces differences and creates opportunities for all employees with the aim making Cleanaway an employer of choice. The Plan consists of five focus areas underpinned by leadership commitment; workforce profile, pay equity, talent management, engagement & retention and diversity awareness. All of which are aligned with Cleanaway's mission of *'Making a sustainable future possible'* and the Reconciliation Action Plan of *'Caring for Country'*.

Cleanaway has completed a workplace profile report as required by the Workplace Gender Equality Act 2012 (WGEA) for 2017. A copy of the Company's WGEA report for 2017 is available on the Company's website at <http://www.cleanaway.com.au/about-us/our-people/diversity-and-inclusion/>

Performance Evaluation

The Board considers that reviewing its performance is essential to good governance. Under its Charter, the Board is responsible for undertaking regular reviews of its own performance and that of the Board Committees and individual Directors.

The review process is designed to help optimise performance by providing a mechanism to raise and resolve issues, and to provide recommendations to assist the Board, Board Committees and individual Directors to enhance their effectiveness.

The Board's performance is externally and internally evaluated from time to time. An internal evaluation of the performance of Board members and Committees was undertaken during the course of the year.

The Board is responsible for evaluating the performance of the CEO on an annual basis, assessed against Cleanaway's financial performance, business transformation, management development, and enhanced safety and sustainability performance.

A performance review of the CEO was conducted in relation to his performance for the 2017 financial year. Evaluation details are set out in the Remuneration Report. The CEO conducts performance reviews of the Executive Committee members on an annual basis and reports on their performance to the Remuneration and Nomination Committee.

Cleanaway has a performance management system that includes a scorecard of individual performance measures and standards. The system includes processes for the setting of objectives and the annual assessment of performance against objectives. The performance of the Executive Committee members was reviewed by the CEO in accordance with the performance management system in July 2017.

Principle 2: Structure the Board to add value

Cleanaway's constitution calls for at least three but not more than 10 Directors. As at 30 June 2017, the Board comprised of six independent Non-Executive Directors, and the Chief Executive Officer and Managing Director (the CEO). Martin Hudson retired as Chairman and as a Director of the Company during the year and Mark Chellew succeeded Mr Hudson as Chairman on 30 September 2016. Profiles of current Directors outlining their appointment dates, qualifications, directorships of other listed companies (including those held at any time in the three years immediately before the end of the financial year), experience and expertise are set out in the Annual Report.

Director Independence

The Board comprises a majority of independent Non-Executive Directors. The Charter states that a Non-Executive Director is independent if he or she is not a member of management and is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of Cleanaway and its shareholders generally.

When determining the independent status of a Non-Executive Director, the Board will take into account the factors relevant to assessing the independence of a director as specified by the ASX Corporate Governance Council, including whether that Director:

- is a substantial shareholder of Cleanaway or an officer of, or otherwise associated directly with, a substantial shareholder of Cleanaway;
- is or has been employed in an executive capacity by the Cleanaway Group and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- is or has within the last three years been a Partner, Director or senior employee of a provider of material professional services to the Cleanaway Group;
- is or has been within the last three years in a material business relationship (for example, as a supplier or customer) with the Cleanaway Group, or an officer of, or otherwise associated with, someone with such a relationship;
- has a material contractual relationship with Cleanaway other than as a Director;

- has close family ties with any person who falls within any of the categories described above; or
- has been a Director of Cleanaway for such a period that his or her independence may have been compromised.

Whether or not a material relationship exists is determined on a case-by-case basis giving consideration to the nature of the relationship and the specific circumstances of the Director. Materiality is considered from the perspective of the Company, the Director, and the person or entity with which the Director has a relationship.

The Board reviews the independence of Directors before they are appointed, on an annual basis, and at any other time where the circumstances of a Director changes such as to require reassessment. The Board has reviewed the independence of each of the Directors in office and has determined that all Non-Executive Directors are independent.

The independent status of each Director standing for re-election is identified in the notice of Annual General Meeting. If the Board’s assessment of a Director’s independence changes, the change is disclosed to the market.

Conflicts of Interest

Directors are required to keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of Cleanaway. A Director who has an actual or potential conflict of interest or a material personal interest in a matter is required to declare that potential or actual conflict of interest to the Board. If the Board determines that there is a material conflict of interest, the Board may require the relevant director to:

- not receive the relevant papers;
- not be present at the meeting while the matter is considered; and
- not participate in any decision on the matter.

The Board may resolve to permit a Director to have an involvement in a matter involving a potential or actual conflict of interest. In such instances, the Board will minute full details of the basis of the determination and the nature of the conflict, including a formal resolution concerning the matter.

Chair of the Board

The Board Charter requires an independent Non-Executive Director to hold the position of Chairperson, unless the Board otherwise resolves.

The Chairman, Mark Chellew, is an independent Non-Executive Director. His responsibilities as Chairman are set out in the Board Charter.

The roles of the Chairman and CEO are not exercised by the same person. The Chairman attends Board Committee meetings in an ex-officio capacity.

Board Committees

Under the Company’s Constitution and as set out in the Charter, the Board may delegate any of its powers and responsibilities to a committee of the Board to assist it to effectively and efficiently discharge its responsibilities.

The Board has established the following Committees:

- Audit and Risk Committee;
- Remuneration and Nomination Committee; and
- Health, Safety and Environment Committee.

The Charter of each Committee sets out their respective duties and responsibilities and is available online at <http://www.cleanaway.com.au/for-investors/corporate-governance/>

Details of Board Committee memberships as at 30 June 2017 are as follows:

	Audit and Risk Committee	Remuneration and Nomination Committee	Health, Safety and Environment Committee
M P Chellew - Board Chairman			
R M Smith	Chairman	Member	
E R Stein	Member		Member
T A Sinclair	Member	Member	
R M Harding		Chairman	Member
P G Etienne	Member		Chairman

All Directors are entitled to attend meetings of the Committees where there is no conflict of interest. Papers considered by the Committees, and minutes of each Committee meeting, are provided to all Directors. The proceedings of each Committee meeting are reported at the next Board meeting by the relevant Committee Chair.

Independent Advice

The Board, an individual Director, and each of the Committees has the authority to seek any information it requires from any employee or external party, including the Internal and External Auditors.

After consultation with the Chairman, a Director may take such independent legal, financial or other advice as they consider necessary to fulfil their duties, at the expense of the Company.

The Chairman may determine that any external advice received by an individual Director be circulated to the other Directors.

Induction

Cleanaway's Director induction program is designed to enable new Directors to gain an understanding of, among other things, the Company's culture and values and its financial, strategic, operational and risk management position.

New Directors are given an induction briefing by the Company Secretary and Chairman, and an induction pack containing information about the Company, Board and Committee Charters and Company policies and procedures.

New Directors also meet with the Executive Committee to gain an insight into the Company's business operations and the corporate structure.

Non-Executive Directors are encouraged and given the opportunity to broaden their knowledge of the business by receiving regular briefings on Cleanaway's operations from Management and the Executive Committee, undertaking site visits in different locations and receiving presentations from external parties in a range of fields.

Directors' attendance at Board and Committee meetings

The Non-Executive Directors meet without the presence of management during the course of regular Board meetings, and on other occasions as required outside regular Board meetings.

The number of Board and Committee meetings held and attendances by Directors at these meetings during the financial year are set out below.

	Directors' Meetings		Audit and Risk Committee		Health, Safety and Environment Committee		Remuneration and Nomination Committee	
	Meetings held while a Director	Number of meetings attended	Meetings held while a Member	Number of meetings attended	Meetings held while a Member	Number of meetings attended	Meetings held while a Member	Number of meetings attended
DIRECTORS								
M P Chellew ⁽¹⁾	6	6	-	-	1	1	1	1
V Bansal	6	6	-	-	-	-	-	-
R M Smith ⁽²⁾	6	6	4	4	-	-	4	4
E R Stein	6	6	4	4	4	4	-	-
T A Sinclair	6	6	4	4	-	-	4	4
R M Harding ⁽³⁾	6	6	-	-	4	4	4	4
P G Etienne ⁽⁴⁾	6	6	4	4	4	4	-	-
Martin Hudson ⁽⁵⁾	2	2	-	-	-	-	-	-

(1) Appointed as Board Chairman on 30 September 2016. Ceased as Chairman of the Health, Safety and Environment Committee and a member of the Remuneration and Nomination Committee following his appointment as Board Chairman

(2) Chairman of Audit and Risk Committee

(3) Chairman of Remuneration and Nomination Committee

(4) Appointed Chairman of the Health, Safety and Environment Committee on 26 October 2016

(5) Retired as Board Chairman and Director on 30 September 2016 and 26 October 2016 respectively

Remuneration and Nomination Committee

The Remuneration and Nomination Committee assists the Board in its oversight of Cleanaway's:

- remuneration and incentive strategy and arrangements;
- recruitment, retention and succession planning for the Board;
- corporate culture and engagement; and
- diversity and inclusion plan.

Details regarding the Committee membership, the number of meetings held by the Committee and its attendance during the financial year are set out on pages 4 and 5.

The Committee’s key responsibilities and functions for nomination matters are as set out in the Remuneration and Nomination Committee Charter and include, among other things:

- determining the appropriate size and composition of the Board (including skills, knowledge, diversity and experience) and making recommendations to the Board with regard to any appropriate changes;
- setting a formal and transparent procedure for selecting new Non-Executive Directors for appointment to the Board;
- making recommendations to the Board on the appointment, re-election and removal of Directors and appointment and removal of key executives;
- developing and implementing Board and CEO succession plans;
- developing strategies to address Board diversity; and
- ensuring there is an appropriate induction program in place for new Non-Executive Directors, as well as ongoing training and education programs for the Board to ensure that all Directors are provided with adequate information regarding the operation of the business, the industry and their legal responsibilities and duties.

The Committee Charter is reviewed annually and a copy is available online at <http://www.cleanaway.com.au/for-investors/corporate-governance/>

Board Composition

When reviewing the composition of the Board and making recommendations to the Board regarding the appointment of Directors, the Remuneration and Nomination Committee aims to ensure that the Board continues to include Directors with an appropriate balance of skills, experience, expertise and diversity to efficiently and effectively discharge its responsibilities and govern the Company.

Collectively, the Board has a diverse range of skills and experience relevant and adequate for the efficient and effective management of the business. Board members, including some who are also directors of other ASX-listed companies, together have a combination of experience in the following areas:

- industrial services and logistics;
- corporate strategy;
- accounting;
- mergers and acquisitions;
- risk management;
- governance and regulation;
- health, safety and environment; and
- other board and management experience in major listed companies.

Biographies of current Directors, including details of their qualifications and independent status, are set out in the Annual Report.

The Board considers its current membership represents an appropriate mix of skills and experience that is adequate to enable the Board to continue to effectively discharge its responsibilities and deliver the Company’s strategy and corporate objectives.

Details of the period of office held by each Director and the date of their last election are as follows:

	Date of Appointment	Last Election or Re-Election Date
M P Chellew	1 March 2013	27 October 2016
*V Bansal	20 August 2015	Not applicable
R M Smith	1 April 2011	30 October 2015
E R Stein	1 August 2011	30 October 2015
T A Sinclair	1 April 2012	29 October 2014
R M Harding	1 March 2013	27 October 2016
P G Etienne	24 May 2014	29 October 2014

*As CEO and MD, Mr Bansal is not required to stand for re-election

Principle 3: Promote ethical and responsible decision making

Code of Conduct

Cleanaway recognises that its reputation is an essential element to its continued success and that its reputation is directly attributable to the ethical behaviour of those who represent it. Cleanaway has developed a Code of Conduct (the Code) which sets out certain basic principles that all Directors, employees, contractors and consultants are expected to follow in all dealings

related to Cleanaway, to ensure that Cleanaway's business is conducted in accordance with the laws and regulations of all areas in which it operates.

The Code is fully endorsed by the Board and is annually reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in Cleanaway's integrity.

Any breach of the Code is considered a serious matter which may result in disciplinary action, including termination of employment. A copy of the Code is available online at <http://www.cleanaway.com.au/for-investors/corporate-governance/>

Supporting the Company's Code of Conduct are the Whistleblower Policy, Anti-Bribery and Corruption Policy, and Conflict of Interest Policy, which further sets out the Company's commitment to high standards of conduct and ethical behaviour in all areas of business activity.

Employees who are aware of any serious misconduct or unethical behaviour that contravenes the Company's Code of Conduct, any Company policies or the law, are encouraged to report this to their Manager or make a report under the independent whistleblower service, FairCall. The Policy provides that all reports will be investigated in an appropriate manner and that feedback on the outcome of the investigation will be provided to the person making the report where appropriate.

The Anti-Bribery and Corruption Policy provides guidance to employees on how to recognise and deal with instances of potential or actual bribery and corruption. The Policy also sets out circumstances where it is not appropriate to exchange gifts or hospitality with business partners and the threshold for offering or accepting of gifts or hospitality. Proposed donations and sponsorships must be approved in accordance with the Company's Delegated Authority Policy.

To ensure all business transactions are managed in a transparent manner that promotes confidence in the integrity, legitimacy, impartiality and fairness of decision-making processes within Cleanaway, all personnel employed by or acting on behalf of Cleanaway, are required to disclose their private interests in activities if their private interests have the potential of influencing the performance of their duties and responsibilities while they are still employed by the Company. The Company's Conflict of Interest Policy provides comprehensive guidance to help employees manage any potential conflicts of interest.

In addition, Cleanaway's Securities Trading Policy reinforces the *Corporations Act 2001* restrictions in relation to insider trading and prohibits Directors, Executives and other employees from dealing in Cleanaway securities at any time if that person is in possession of price sensitive information that has not been made publicly available. Directors, Executives and other employees are prohibited from engaging in short-term or speculative trading in Cleanaway securities and trading in derivatives in respect of Cleanaway securities, including performance rights issued under Cleanaway incentives schemes. This includes entering into any hedging arrangements or acquiring financial products (such as equity swaps, caps and collars or other hedging products) over unvested performance rights which have the effect of reducing or limiting exposure to risks associated with the market value of Cleanaway securities. The Policy also applies to parties related to the Directors, Executives and employees of the Company.

No Director, Executive or employee may directly or indirectly enter into any margin loan facility against Cleanaway securities unless prior written consent of the Chairman of the Board is obtained (in the case of employees, this applies only to the extent their margin loan is considered material).

In addition to sending annual reminders to employees regarding the above policies, these policies are also available on the Company's intranet and website.

Principle 4: Safeguard integrity in financial reporting

Audit and Risk Committee

In relation to audit matters, the Audit and Risk Committee assists the Board to independently verify and safeguard the integrity of Cleanaway's financial reporting, review and evaluate all material capital management, financing and treasury risk management proposals and provide oversight of Cleanaway's risk management framework.

The Committee has appropriate financial expertise and all members are financially literate and have an appropriate understanding of the industries in which Cleanaway operates. Details of each Committee member's experience and qualifications are set out in the Annual Report.

Details regarding the Committee membership, the number of meetings held by the Committee and attendance during the financial year are set out on pages 4 and 5.

The Chairman of the Board is not permitted to Chair this Committee. The Committee's responsibilities and functions, as set out in the Audit and Risk Committee's Charter, include (among other things):

- review financial reports (including the annual report and related regulatory filings) to be issued by the Company prior to recommending them to the Board for approval and release to the market, to ensure their integrity and compliance with statutory and contractual requirements;
- assess the management processes supporting external reporting;
- review and approve the audit plan of the External Auditors, monitor their progress against that plan, and ensure that the annual statutory audit and half-year review are conducted in an effective manner;

- review and approve the internal audit plan, ensuring that an appropriate program of internal audit activity is undertaken each year and monitor the progress of the Internal Auditor against that plan;
- on an annual basis, assess the performance and independence of the External and Internal Auditors;
- make recommendations for the appointment or removal of the External and Internal Auditors;
- assess and monitor risk management and internal control systems (including the Group's risk management framework) to ensure that material risks are identified, monitored and appropriately managed at levels determined to be acceptable by the Board; and
- review and monitor the compliance with key Company policies (including Securities Trading Policy, Continuous Disclosure Policy, Delegated Authority Policy, Anti-Bribery and Corruption Policy, and the Treasury Policy).

The Committee, or any individual member, has the authority to seek any information it requires from any employee or external party, including the Internal and External Auditors.

The Committee meets with the Internal and External Auditors without Management present on a regular basis.

The Committee Charter is reviewed annually and a copy is available online at <http://www.cleanaway.com.au/for-investors/corporate-governance/>

Assurance from CEO and CFO regarding financial statements

In accordance with sections 295A of the *Corporations Act 2001* (Cth), the CEO and Chief Financial Officer (CFO) have provided a written statement to the Board declaring that, in their opinion:

- the Company's financial statements and notes thereto comply with accounting standards, and present a true and fair view of the Company's and consolidated entity's financial position and performance;
- the Company's financial records for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;

and also states that:

- the financial statements and notes thereto are in accordance with the *Corporations Act 2001*; and
- as at the date of the written statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

At each financial reporting period, the written assurance from the CEO and CFO confirms to the Board that the declarations and statements above regarding the integrity of the financial statements is founded on a sound system of risk management and internal control and that such system was operating effectively and efficiently in all material respects in relation to financial reporting risks.

External Auditor

Ernst & Young were appointed as the Company's External Auditors in November 2009. The last rotation of the lead audit partner was undertaken in November 2015.

All non-audit services to be undertaken by the External Auditor require the prior approval of the Chairman of the Audit and Risk Committee. Ernst & Young's independence declaration to the Board for the financial year ended 30 June 2017 forms part of the Directors' Report and is set out in Financial Report section of the Annual Report.

The External Auditor attends the Company's Annual General meeting to answer questions which shareholders may have about the conduct of the external audit for the relevant financial year, the preparation and content of the Audit Report, the accounting policies adopted by the Company and the independence of the External Auditor in relation to the conduct of the External Audit. Shareholders attending the Annual General Meeting are made aware that they may ask such questions of the External Auditor and are provided an opportunity to submit written questions prior to the meeting.

Principle 5: Make timely and balanced disclosure

Cleanaway is committed to complying with its continuous disclosure obligations under the ASX Listing Rules.

Cleanaway has adopted a Continuous Disclosure Policy which sets out the procedures and requirements expected of Directors, executives and all employees of the Company, to ensure compliance with its continuous disclosure obligations under the ASX Listing Rules and the *Corporations Act 2001*.

A copy of the Continuous Disclosure Policy is available online at <http://www.cleanaway.com.au/for-investors/corporate-governance/>

Principle 6: Respect the rights of shareholders

The Company has established a Shareholder Communications Policy, which outlines how we engage and communicate with our investors and shareholders. A copy of the Policy is available online at <http://www.cleanaway.com.au/for-investors/corporate-governance/>

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Shareholders attending the Annual General Meeting are made aware that they may ask questions and are provided an opportunity to submit written questions prior to the meeting.

At other times, shareholders could email their questions to or contact the Investor Relations Manager if they have any questions about the Company.

Principle 7: Recognise and manage risk

The Board recognises that effective risk management processes are essential to the Company achieving its business objectives and to the Board meeting its corporate governance responsibilities.

Audit and Risk Committee

In relation to risk oversight, the function of the Audit and Risk Committee is, among other things, to assist the Board to:

- ensure Cleanaway's risk management framework is effective, and capable of identifying and assessing areas of potential material risk, as well as monitoring and managing identified material risks;
- monitor material changes to Cleanaway's risk profile; and
- assess and monitor risk management and internal control systems to ensure that material risks are reduced to or managed at levels determined to be acceptable by the Board.

Further details regarding the Committee membership, the number of meetings held and its attendance during the financial year are set out on pages 4 and 5.

Health, Safety and Environment Committee

Cleanaway recognises the importance of health, safety and environmental (HSE) issues and is committed to a Zero Harm philosophy. The Health, Safety and Environment Committee assists the Board in its oversight of Cleanaway's strategies, systems, policies and practices in respect of HSE matters, and compliance with its legal and regulatory obligations.

Details regarding the Committee membership, the number of meetings held by the Committee and its attendance during the financial year are set out on pages 4 and 5. During the year, Philippe Etienne replaced Mark Chellew as Chairman of the HSE Committee following Mr Chellew's appointment as Board Chairman.

The Chairperson of the Committee must be an independent Non-Executive Director and must not be the same person as the Chairperson of the Board.

The Committee's key responsibilities and functions, as set out in the Health, Safety and Environment Committee Charter, include:

- understanding Cleanaway's operations and hazards and risks associated with those operations;
- overseeing Cleanaway's HSE framework;
- monitoring compliance with, reviewing and recommending to the Board changes to, Company HSE policies;
- considering the Cleanaway's HSE performance and issues, assessed by reference to agreed targets and measures, including the impact on employees, third parties and reputation of the Group;
- ensuring that appropriate actions are being taken in respect of health, safety and environment incidents, hazards and risks;
- reviewing Cleanaway's performance in relation to HSE matters as determined in internal audit reviews; and
- reviewing reports which are prepared and lodged by the Company in compliance with its statutory obligations concerning the environment.

The Committee Charter is reviewed annually and a copy is available online at <http://www.cleanaway.com.au/for-investors/corporate-governance/>

Approach to Risk Management

The Board has adopted a Risk Management, Compliance and Assurance Policy that sets out Cleanaway's commitment to proactive enterprise risk management and compliance. The policy is supplemented by an Enterprise Risk Management Framework that seeks to embed risk management processes into Cleanaway's business activities. Cleanaway also has detailed control procedures in place which cover management accounting, financial reporting, maintenance of financial records, project appraisal, environment, health and safety, IT security, compliance and other risk management issues.

In addition to maintaining appropriate insurance, numerous risk management controls are embedded in the Company's risk management and reporting systems. These include:

- risk management systems and internal controls seeking to ensure that financial reporting risks are appropriately managed;
- policies regarding the maintenance of written financial records in accordance with section 286 of the *Corporations Act 2001*;
- guidelines and limits for approval of all expenditure inclusive of capital expenditure and investments;
- policies and procedures for the management of financial risk and treasury operations, including hedging exposure to foreign currencies and interest rates;

- annual budgeting and monthly reporting systems for all divisions which enable monitoring of progress against performance targets, evaluation of trends and variances to be acted upon;
- preparation and ongoing review of five-year strategic plans for all divisions;
- health and safety programs and targets; and
- diligence procedures for acquisitions.

Management reports to the Audit and Risk Committee on a regular basis regarding Enterprise Risk Management compliance, the results of internal audit reviews, and the effectiveness of Cleanaway's management of its material business risks.

The Audit and Risk Committee also reviewed Cleanaway's Risk Management, Compliance and Assurance Policy and Enterprise Risk Management Framework during the financial year and concluded that the Company's risk management processes continue to be sound and that risks are identified, monitored and appropriately managed at levels determined to be acceptable by the Board.

A copy of the Risk Management, Compliance and Assurance Policy is available online at <http://www.cleanaway.com.au/for-investors/corporate-governance/>

Internal Audit

Cleanaway has a dedicated Risk and Assurance team responsible for evaluating, reporting on and refining risk management processes within Cleanaway and for managing the internal audit function across the Company's operations. Cleanaway has adopted a co-sourced approach to internal auditing with the Cleanaway Internal Audit team and KPMG jointly performing the internal audit function in accordance with the annual internal audit plan.

KPMG were appointed to assist in the performance of the internal audit function in 2010.

The internal audit function is independent of the External Auditor, and the Head of Audit and Risk reports to the Audit and Risk Committee. The Audit and Risk Committee approves the annual internal audit plan and regularly meets with KPMG without Management present.

General Risks

Sustainability Risks

Cleanaway identifies and manages material exposures to economic, environmental and social sustainability risks in a manner consistent with its Risk Management, Compliance and Assurance Policy and Risk Management Framework.

Information about key sustainability risks which have the potential to materially impact Cleanaway's ability to execute and achieve its business strategies and the broad approach Cleanaway takes to mitigate these risks is set out below. These risks are not listed in order of significance, nor should they be taken to be a complete or exhaustive list of the risks Cleanaway is exposed to.

Economic Conditions

Cleanaway provides its services and products to individuals, companies and government across a range of economic sectors in Australia including manufacturing, industrial, construction and resources sectors. Changes in the state of the economy and the sectors of the economy to which the Company is exposed may have an adverse impact on the demand and pricing for Cleanaway's services and products and the Company's operating and financial performance.

To the extent possible, the Company manages these risks by incorporating a consideration of economic conditions and future expectations into its corporate and financial plans.

Financial Risks

Cleanaway is exposed to a variety of financial risks, including credit risk and adverse movements in interest rates and foreign currency exchange rates. These risks may have an adverse effect on the Company's operating and financial performance.

Information on how Cleanaway manages these risks is included in the Notes to the Financial Statements which is set out in the Financial Report section of the Annual Report.

Health and Safety

Cleanaway's operations involve risks to both property and personnel. A health and safety incident may lead to serious injury or death, which may result in reputational damage and adverse operating impacts with consequential effects to Cleanaway's financial performance and position.

Cleanaway manages these risks by developing and implementing appropriate strategies, systems, policies and procedures in respect of operational health and safety matters to ensure compliance with legal and regulatory obligations.

Regulatory Environment

Cleanaway's operations are subject to a variety of federal, state and local laws and regulations in Australia. These laws and regulations and permits and licences granted by the relevant regulators, establish various standards about the types of operations that can be undertaken and the manner in which they are undertaken. Regulatory requirements which have

impacted historical results include state-based waste levies, carbon tax, environmental regulation and planning regulations. Changes in regulatory requirements or failure to comply with conditions of permits and licences could adversely affect Cleanaway's ability to continue operations on a site and in turn the Company's financial performance.

Cleanaway manages these risks by developing and implementing appropriate systems, policies and procedures to ensure compliance with applicable regulatory requirements. Furthermore, to the extent possible, the Company incorporates consideration of changes in regulatory requirements into its corporate and financial plans and forecasts.

Attract and Retain Key Management

Cleanaway's operations are dependent upon the continued performance, efforts, abilities and expertise of its key management personnel. The loss of services of such personnel may have an adverse effect on the operations of Cleanaway as the Company may be unable to recruit suitable replacements within a short timeframe.

Cleanaway has in place human resource strategies and remuneration and employment policies to attract, retain and motivate key management personnel and align the interests of key personnel with those of shareholders.

Operational Risk

A prolonged and unplanned interruption to Cleanaway's operations could significantly impact the Company's financial performance. Cleanaway is exposed to a variety of operational risks, including risk of site loss or damage, environmental and climatic events, industrial disputes and systems security breaches.

Cleanaway has a range of controls and strategies in place to manage such risks, including site business continuity and crisis management plans, inspection and maintenance procedures, compliance programs, training, site and business interruption insurance and systems security testing and improvements.

Principle 8: Remunerate fairly and responsibly

Remuneration and Nomination Committee

In relation to remuneration and human resources matters, the Remuneration and Nomination Committee is responsible for assisting the Board to, among other things:

- provide oversight of Cleanaway's overall human resources strategy (including remuneration and compensation plans); and
- support management to achieve the Company's strategy and corporate objectives by developing the capability and engagement of Cleanaway's employees.

The Committee does this by ensuring Cleanaway has in place appropriate human resources strategies and remuneration and employment policies that are consistent with best practices and business requirements, and that Cleanaway adopts and complies with remuneration and employment policies that:

- attract, retain and motivate high calibre executives so as to ensure the sustainable success of Cleanaway for the benefit of all stakeholders;
- are consistent with the human resources needs of Cleanaway;
- motivate management to pursue the long-term growth and success of Cleanaway within an appropriate control framework; and
- demonstrate a clear relationship between Executive performance and remuneration.

The Committee also oversees Cleanaway's Diversity and Inclusion Policy, diversity practices, strategy and targets.

The Committee Charter is reviewed annually and a copy is available online at <http://www.cleanaway.com.au/for-investors/corporate-governance/>

Details regarding the Committee membership, the number of meetings held by the Committee and its attendance during the financial year are set out on pages 4 and 5.

Remuneration Report

The Remuneration Report, which has been included in the Directors' Report section of the Annual Report, provides information on Cleanaway's remuneration policies and payment details for Non-Executive Directors and Key Management Personnel.