

1. Objective

The function of the Sustainability Committee (**Committee**) is to assist the Board of Cleanaway Waste Management Limited (**CWY** or **Group**) in its oversight of the Group's strategies, systems, policies and practices in respect of:

- workplace health and safety;
- environment;
- sustainability; and
- quality.

2. Constitution

The Committee is established by, and has delegated functions from, the Board. It has no powers other than those set out in this Charter or otherwise delegated to it by the Board.

Save as specifically provided to the contrary in this Charter, the Committee's role is to review and make recommendations to the Board. It has no executive power or management function.

The Constitution and this Charter shall govern the regulation of the meetings and proceedings of the Committee.

3. Membership

The Committee will consist of at least 3 Non-Executive Directors, the majority of whom are determined by the Board to be independent in accordance with the Board Charter.

There is no prescribed term for membership of the Committee. Members may be appointed or removed by resolution of the Board. Membership of the Committee ceases when a member ceases to be a Director of CWY.

4. Chairperson

The Chairperson of the Committee will be appointed by the Board and shall:

- be one of the independent Non-Executive Directors; and
- not be the Board Chairperson.

Should the Chairperson of the Committee be absent from a meeting, the members of the Committee present shall appoint a Chairperson, who is an independent Director, for that particular meeting.

5. Meetings

The Committee should meet at least four times a year, in accordance with a schedule agreed prior to the commencement of each calendar year. The Committee may, at any time, convene such additional meetings as the Committee considers are necessary to fulfill its functions. Any Committee member can convene a Committee meeting. A quorum for a meeting shall be 2 members.

The Company Secretary in conjunction with the Chairperson of the Committee shall ensure reasonable notice of meetings is provided and an agenda prepared and distributed to members. Any Committee member may require business to be included in the agenda provided the Chairperson and Company Secretary have been given prior notice of that business.

The Company Secretary or his/her delegate (with the approval of the Chairperson) shall act as Secretary of the Committee and shall attend meetings of the Committee, as required.

6. Written consent

Any action permitted to be taken at any meeting of the Committee may be taken without a meeting, if a written consent thereto is signed by all members of the Committee entitled to vote on the resolution, provided that such written consent shall be filed with the minutes of the proceedings of the Committee.

7. Attendance

The Chief Executive Officer (**CEO**), Chief Financial Officer (**CFO**), and EGM Enterprise Services will be invited to attend meetings, as required. Other CWY executives and external advisers, as the Chairperson thinks fit, may be invited to attend meetings.

Any Director of the Board who is not a Committee member is entitled to attend meetings as an observer.

8. Minutes

Minutes of meetings of the Committee shall be prepared by the Company Secretary, approved by the Chairperson in draft and circulated to all members of the Committee and to the Board.

Minutes of prior meetings of the Committee shall be confirmed at the next meeting of the Committee and then signed by the Chairperson.

9. Access to information and independent advice

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

The Committee, or any individual member, may take such independent legal, financial or other advice as it considers necessary to fulfil its duties. Before the external advice is sought, consent must be obtained from the Committee Chairman.

10. Responsibilities and functions

The Committee is responsible for oversight of the Group's strategies, systems, policies and practices in relation to the following areas:

Health and Safety

- Understanding the key health and safety hazards and risks associated with the Group's operations;
- Overseeing the Group's health and safety framework, including the appropriateness of resources and processes, to ensure that health and safety and risks are eliminated or mitigated;
- Reviewing and recommending to the Board changes to health and safety policies, monitoring compliance with these policies and reviewing reports of breaches;
- Ensuring appropriate performance measures and targets are in place to monitor compliance with the Group's health and safety policies;
- Considering the Group's health and safety 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 and safety hazards and risks;
- Reviewing the Group's audit performance in relation to health and safety matters (including Comcare, quality audits and internal monitoring and review program);

Environment

- Understanding the key environmental hazards and risks associated with the Group's operations;
- Reviewing and recommending to the Board changes to the environment policy, monitoring compliance with that policy and reviewing reports of breaches;
- Ensuring appropriate performance measures are in place to monitor compliance with the Group's environment policy;
- Considering the Group's environment performance and issues, assessed by reference to agreed targets and measures;
- Reviewing the Group's compliance with its statutory obligations concerning the environment;
- Reviewing the Group's audit performance in relation to environment matters;

Sustainability

- Reviewing the Group's key sustainability goals, activities and initiatives;
- Reviewing the Group's proposed disclosures in relation to its sustainability activities;
- Reviewing and recommending to the Board the matters for inclusion in the Company's Sustainability Report;
- Reviewing the Group's policies and practices and proposed disclosures in relation to modern slavery; and

Quality

- Reviewing the Group's quality assurance activities.

11. Review and distribution

The Committee will review this Charter periodically or as otherwise required and recommend any changes to the Board for approval.

This Charter will be available for viewing by any person on the Group's website.

The Board reviewed and approved this Charter on 30 June 2020.