

Corporate Governance Statement 2021

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 <https://www.cleanaway.com.au/about-us/for-investor/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 19 August 2021 and outlines Cleanaway's key corporate governance practices and related charters and policies as at 30 June 2021 and are consistent with the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations – 4th Edition*.

Principle 1: Lay solid foundations for management and oversight

The Cleanaway Board is responsible for the overall leadership, 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 the integrity of 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;
- approving Cleanaway's Values and Code of Conduct, and promulgating clear standards of ethical behaviour required of Directors, senior executives and employees;
- reviewing risk management framework (both financial and non-financial risks) and setting the risk appetite within which the Board expects Cleanaway and its management to operate;
- whenever required, challenging management and holding it to account;
- reviewing the Group's remuneration policies and ensuring that they are aligned with Cleanaway's mission, values, strategy and risk framework;
- 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 and monitoring the progress of major capital expenditures, acquisitions and divestments and other material transactions;
- approving the Chief Executive Officer and Managing Director’s (CEO) terms of engagement and where required, his termination benefits;
- approving the appointment, remuneration and incentive framework for senior executives and overseeing the remuneration framework for all other Cleanaway employees;
- approving Cleanaway’s Corporate Governance Statement 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 Cleanaway’s Sustainability Report upon recommendation from the Cleanaway Sustainability Committee;
- approving Cleanaway’s Remuneration Report for publication in the annual financial report upon recommendation from the Human Resources¹ Committee, and in accordance with the Corporations Act and any other applicable regulations;
- approving capital management matters, including Cleanaway’s dividend policy and authorising payment of dividends;
- ensuring proper and timely disclosure and reporting to shareholders and other stakeholders;
- reviewing recruitment, retention and termination policies and procedures for Executive Committee members 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, the delegated authority policy, which is regularly reviewed 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.

¹ The Remuneration and Nomination Committee was renamed the Human Resources Committee in 2020.

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 functioning 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

Our people and culture are critical to our Cleanaway mission of 'making a sustainable future possible'. We strive to provide a workplace where our value of 'Stronger Together' is upheld, where our employees have a positive employee experience, feel engaged and part of our growth and success as a business. 'Stronger Together' speaks to the strength and resilience of our highly capable workforce and the resilience that our business achieves by leveraging inclusion from the diversity of experience, background, education and perspective. Our priority focus during the COVID-19 pandemic has been on the safety and wellbeing of our team members, many of whom have been on the front line and serving our communities every day with ever changing restrictions and requirements.

Our second Diversity & Inclusion Engagement Plan was created for a two year period spanning 2020 – 2022.

Our Diversity & Inclusion Engagement Plan 2020-2022 comprises three pillars – Engagement, Workforce Profile, and Awareness & Development. It is underpinned by a commitment from our leadership team to engage with a genuine and pragmatic approach to diversity and inclusion. Progress of the Plan is governed and continuously reviewed by our Diversity & Inclusion Working Group.

We are continuously evolving our approach to strengthen our internal communication and connection and increase our resilience by further engaging with our employees seeking input, feedback and thoughts; including through various engagement and experience surveys, toolbox meetings, social media, consultative committees and working groups.

Cleanaway has begun to establish our multi-cultural, and ethnic profile, whilst continuing our age and gender identification workforce profile. This is to create a greater awareness and appreciation

of our already diverse workplace and create more inclusive practices in our recruitment, training and development and retention initiatives.

Our Diversity and Inclusion Policy Statement sets our Cleanaway’s ongoing activities and cultural commitment - refer to <https://www.cleanaway.com.au/for-investors/corporate-governance/> for a copy of our Diversity and Inclusion Policy Statement. Cleanaway's performance against these objectives for the period 1 July 2020 – 30 June 2021 is set out below:

Targets for 30 June 2021	Outcome 30 June 2019	Outcome 30 June 2020	Outcome 30 June 2021
Increase overall female representation to 21%	19%	19%	19.1%
Increase females in management roles to 22%	20%	17%	19.3%
Increase females in frontline operational roles to 6.5%	4.6%	5.7%	6.4%

With regards to our female representation, we have seen an increase in the number of women employed across Cleanaway, though fell short of our targets. However, there has been improvement in some key areas, such as the following:

- A positive increase of female participation within frontline operational roles from 5.7% to 6.4%, just falling short of our target of 6.5%;
- A positive uplift of females in managerial positions, from 70 to 82; and
- Continued improvement in addressing the male and female pay gap through both consideration of organisational design, job evaluation and ongoing remuneration reviews.

We are continuing to drive purposeful initiatives in FY22 to attract, promote and retain females in our workforce. We will seek to increase our connection and care of high potential female talent, through the introduction of a female mentoring program developed for launch in the first half of FY22. With proven progress to date, we will continue to focus on career progression for women into frontline operational roles, increasing the target for the third year in a row. To support this, our recruitment processes, internally and externally, have clear female targets. Additionally, we are introducing female workforce representation KPI targets in our short term incentive program for our people leaders.

As in FY20, one of our nine Executive Committee members is female - 11% representation. Positions on the Executive Committee are considered to be senior executive roles for the purposes of this statement.

We have reached the end date of our current ‘Innovate’ Reconciliation Action Plan (RAP) and are working with Reconciliation Australia to develop our next ‘Innovate’ RAP. Our new RAP will allow for fit for purpose decisions and commitments to ensure positive impact for the Traditional Owners of the land on which we operate. Our RAP Working Group (RAP WG) has been extended to represent every Business Unit and some Functions. The RAP WG continues to focus on increasing awareness around Reconciliation and developing meaningful collaboration and initiatives to engage with

Aboriginal and Torres Strait Islander communities. We have seen a slight increase across the Company with employees formally identifying as Aboriginal and Torres Strait Islander peoples.

One of our key focus areas has been encouraging a greater number of and spend with Aboriginal and Torres Strait Islander owned businesses. We have also successfully introduced to the community Cleanaway truck art which has been inspired by our commissioned Aboriginal artwork by Edikan from the Ballardong and Whadjuk region, entitled 'My Country My Community'. This has been done to represent and inspire our commitment to Reconciliation and our mission statement.

Our Innovate RAP (2018-2020) is available online at <https://www.cleanaway.com.au/about-us/our-people/aboriginal-engagement/>. Our Diversity and Inclusion Plan is available online at <https://www.cleanaway.com.au/about-us/our-people/diversity-and-inclusion/>

Cleanaway has completed a workplace profile report as required by the Workplace Gender Equality Act 2012 ('WGEA') for 2021. A copy of the Company's WGEA report for 2021 is available online at <https://www.cleanaway.com.au/about-us/our-people/diversity-and-inclusion/>

Board Diversity

During FY21 female representation at the Board level was maintained at 29% of Non-Executive Directors, as a result of the resignation of Emma Stein on 31 December 2020 and the appointment of Ingrid Player on 1 March 2021. The appointment of Ingrid Player during FY21 follows the appointment of Samantha Hogg in FY20.

The Board intends to continue to increase female representation at the Board level. The Board intends to continue its program of orderly succession planning during FY22 with the appointment of at least one new Director. Gender diversity will be a key consideration in the Board's succession planning over the coming year. Accordingly, the Board expects to achieve the objective of composition of at least 30% of Directors of each gender by the end of FY22.

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 2021 financial year. The key findings of the internal review were incorporated into the Board's planning for its operations in FY22.

The Board is responsible for evaluating the performance of the CEO on an annual basis, assessed against Cleanaway's financial performance, execution of strategy and sustainability performance. As there was no person appointed to the role of CEO at the end of the 2021 financial year, an annual performance review of the CEO was not conducted.

The Executive Chairman in conjunction with the COO conducted performance reviews of the Executive Committee at the end of the 2021 financial year and reported on their performance to the Board.

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 those objectives. The performance of the Executive Committee members was reviewed by the Executive Chairman and COO in July 2021 in accordance with the performance management system.

Principle 2: Structure the Board to be effective and add value

Cleanaway's constitution calls for at least three but not more than 10 Directors. As at 30 June 2021, the Board comprised of seven independent Non-Executive Directors. Cleanaway's newly appointed CEO Mark Schubert joined the Board as a Director upon his commencement. 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 as at 30 June 2021 comprised all 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, represents, or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder;
- receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Cleanaway Group;
- 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 been within the last three years in a material business relationship (for example, as a supplier, professional adviser, consultant 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 personal 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.

Following his appointment as Executive Chairman in January 2021, the Board gave particular consideration as to whether Mr Chellew should still be considered to be an Independent Director. In determining that Mr Chellew should continue to be considered an Independent Director following his appointment as Executive Chairman, the Board took into consideration the following factors: that the appointment to the role was part of a leadership transition within the Company; that the appointment was intended to be for a short term or transitional period prior to the commencement of Mark Schubert as CEO of the Company; that Mr Chellew was not entitled to participate in any employee incentive scheme of the Company; and that the operational and decision making authority of the position of CEO had been assumed by Brendan Gill in his capacity as COO.

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 roles of the Chairman and CEO are not exercised by the same person. The Board considers the Chairman Mark Chellew is an independent Non-Executive Director, notwithstanding for the period from 21 January 2021 to 30 June 2021, Mark was appointed as Executive Chairman. His responsibilities as Chairman are set out in the Board Charter.

During the period from 21 January 2021 to 30 June 2021, the Board appointed Brendan Gill as the Chief Operating Officer with the delegated authority of CEO.

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;
- Human Resources Committee; and
- Sustainability Committee.

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

The changes to Board Committee membership during the 2021 financial year consisted of the retirement of Emma Stein from the Audit and Risk and Sustainability Committees as of 31 December 2020, and the appointment of Ingrid Player to the Sustainability Committee as of 1 March 2021.

Details of Board Committee memberships as at 30 June 2021 are as follows:

Independent Non-Executive Directors	Audit and Risk Committee	Human Resources Committee	Sustainability Committee
M P Chellew – Board Chairman			
R M Smith	Chairman	Member	
I A Player			Member
T A Sinclair	Member	Member	
R M Harding		Chairman	Member
P G Etienne	Member		Chairman
S L Hogg	Member	Member	

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. The Chairman attends Board Committee meetings in an ex-officio capacity.

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 of the Company, 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 governance practices, culture and values and its financial, strategic, operational and risk management position. The program includes 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 may also meet with members of the Executive Committee to gain an insight into the Company's business operations and the corporate structure.

As mentioned in the earlier part of this document, Ingrid Player joined the Company on 1 March 2021. Other than Ingrid, there were no new appointments during the 2021 financial year.

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.

During the 2021 financial year, the Board had a significantly increased number of meetings compared with previous years. This was due to a range of reasons, in particular the Board's involvement in the proposed acquisition of Suez's Australian waste management business, planning for the CEO succession that occurred during the year and overseeing the impact of COVID-19 on the Company.

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

Directors	Board meeting		Audit and Risk Committee		Sustainability Committee		Human Resources 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
M P Chellew	28	28	-	-	-	-	-	-
I A Player ¹	9	9	-	-	1	1	-	-
V Bansal ²	19	10	-	-				
R M Smith	28	28	4	4	-	-	4	4
E R Stein ³	13	12	1	1	2	2	-	-
T A Sinclair	28	27	4	4	-	-	4	4
R M Harding	28	23	-	-	4	4	4	4
P G Etienne	28	28	4	4	4	4	-	-
S L Hogg	28	27	4	4			4	4

1 Appointed Non-Executive Director on 1 March 2021.

2 Stepped down as CEO and Managing Director on 5 March 2021.

3 Retired as Non-Executive Director on 31 December 2020.

Human Resources Committee

The Human Resources Committee assists the Board in its oversight of Cleanaway's:

- remuneration and incentive strategy and arrangements;
- recruitment, retention and succession planning for the Board and the Executive Committee;
- 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 above.

The Committee's key responsibilities and functions for nomination matters are as set out in the Human Resources 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 <https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/>

Board Composition

When reviewing the composition of the Board and making recommendations to the Board regarding the appointment of Directors, the Human Resources 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 Company. Board members, including some who are also directors of other ASX-listed companies, together have a combination of experience in the following areas:

- relevant industry experience including waste management, industrial services, energy, infrastructure and logistics;
- corporate strategy;
- corporate finance and accounting;
- major projects;
- mergers and acquisitions;
- risk management;
- governance and regulation;

- health, safety and environment;
- sustainability; and
- board and executive leadership experience in major listed companies.

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

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

In order to assist with orderly succession planning, the Board's policy is that Non-Executive Directors have a maximum period of service of 12 years from the date of their appointment, unless the Board determines otherwise. Details of the current Non-Executive Directors' tenure in office are set out below.

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

Directors	Date of Appointment	Last Re-Election Date	Tenure in office as at 30 June 2021
M P Chellew	1 March 2013	25 October 2019	8 years and 4 months
* I A Player	1 March 2021	Not applicable	4 months
*R M Smith	1 April 2011	25 October 2018	10 years and 3 months
T A Sinclair	1 April 2012	14 October 2020	9 years and 3 months
R M Harding	1 March 2013	25 October 2019	8 years and 4 months
P G Etienne	29 May 2014	14 October 2020	7 years and 1 month
S L Hogg	1 November 2019	14 October 2020	1 year and 8 months

* standing for election/re-election at the 2021 Annual General Meeting in October 2021

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

Our Mission and Values

At Cleanaway, everything we do is driven by our Mission of 'making a sustainable future possible' for all our stakeholders.



Home Safe

We take responsibility for our personal safety, as well as that of our team. We are committed to Goal Zero, because everyone deserves to go Home Safe, every day.

Stronger Together

Building from a place of strength, we are focused on creating something stronger than the sum of our parts each and every day.

Integrity

We do the right thing – no matter what. Holding ourselves to higher standards, we say what we mean, and we do what we say.

We Make A Difference

We are proud of what we do to make a sustainable future possible – for our employees, our customers, our investors, the communities in which we work, and the planet.

Our Values guide how we behave as individuals and as a group. They provide clarity about what is important to us, guiding our priority setting and decision-making processes.

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. Our Mission, Values and Code of Conduct, together, define the way Cleanaway manages its business and are central to supporting our culture.

Code of Conduct

Cleanaway has developed a Code of Conduct (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 material breaches of the Code will be reported to the Human Resources Committee and if it is a serious matter, it may result in disciplinary action, including termination of employment. A copy of the Code is available at <https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/>

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

Whistleblower Policy

Employees, and any individual who has dealings or is associated with Cleanaway, who are aware of any serious misconduct or unethical behaviour that contravenes the Code, any Company policies or the law, may make a report to the independent whistleblower service. The Whistleblower Policy outlines the circumstances in which reports will be investigated and that feedback on the outcome of the investigation will be provided to the person making the report where appropriate. All incidents reported under the Whistleblower Policy are reported at the Audit and Risk Committee.

All new employees received training in relation to the Whistleblower Policy through the Company's online training platform. Reminders of the independent FairCall service and the protections under the Whistleblower Policy are provided to employees regularly.

Anti-Bribery and Corruption Policy

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 Anti-Bribery and Corruption Policy also sets out circumstances where it is not appropriate to exchange gifts or hospitality and the threshold for offering, accepting, promising or requesting of gifts or hospitality where it may be appropriate to do so. Proposed donations and sponsorships must be approved in accordance with the Company's Delegated Authority Policy. If there are any material breaches of the Anti-Bribery and Corruption Policy, the breaches will be reported to the Audit and Risk Committee.

Conflict of Interest 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. The Company's Conflict of Interest Policy provides comprehensive guidance to help employees manage any potential conflicts of interest.

Securities Trading Policy

Cleanaway's Securities Trading Policy reinforces the Corporations Act 2001 restrictions in relation to insider trading and prohibits Directors, senior 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 the 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 regular reminders to employees regarding the above policies, these policies are made available on the Company's intranet and website at <https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/>

Principle 4: Safeguard integrity of corporate reports

Audit and Risk Committee

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 page 9.

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 regulatory 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 (financial and non-financial), including cybersecurity 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 (such as the Securities Trading Policy, Continuous Disclosure Policy, Delegated Authority Policy, Anti-Bribery and Corruption Policy, Risk Management, Compliance and Assurance 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 <https://www.cleanaway.com.au/about-us/for-investor/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)² provide 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 state 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 CFO² confirms to the Board that the declarations and statements above regarding the integrity of the financial statements

² In the absence of a CEO at the end of FY21, the declaration and written assurance were provided by the Chief Operating Officer and Chief Financial Officer,

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 have been the Company's External Auditors since November 2009. Details regarding the term extension of the lead audit partner for the 2021 financial year are provided in the Directors' Report. The rotation of the lead audit partner is scheduled to occur during the first half of FY22.

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 2021 forms part of the Directors' Report and is set out in the 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.

Review of Periodic Reports

Management has an internal process to verify the integrity of the information which is included in the Company's periodic disclosures that are not audited or reviewed by an external auditor, such as the Annual Report and the Sustainability Report, before they are released to the ASX. The verification process includes requiring management to sign off after they have reviewed the accuracy of the information which they have provided for inclusion in the relevant disclosure.

Principle 5: Make timely and balanced disclosure

Continuous Disclosure Policy

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.

In accordance with Cleanaway's Continuous Disclosure Policy, slides and presentations to be used in briefings are to be given to the ASX prior to the briefing and posted on Cleanaway's website after confirmation of release has been received from the ASX. Management also ensures that the Board receives copies of all announcements to the ASX as soon as they are released to the market.

A copy of the Continuous Disclosure Policy is available online at <https://www.cleanaway.com.au/about-us/for-investor/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 a Shareholder Communications

Policy is available online at <https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/>. It has been a practice at Cleanaway for all resolutions of shareholders to be voted by a poll rather than by a show of hands.

Shareholders are made aware that they may ask questions and are provided an opportunity to submit written questions prior to the Annual General Meeting. At other times, shareholders can email their questions to or contact the Investor Relations Manager if they have any questions about the Company.

Shareholders have the option to receive communications from, and send communications to, the Company's Registry, electronically, and can change their election at any time by notifying the Registry.

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 new and potential material risk (both financial and non-financial), as well as monitoring and managing identified material risks, including cybersecurity risks;
- monitor material changes to Cleanaway's risk profile and recommend required changes to risk appetite to the Board;
- 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.

Details regarding the Committee membership, the number of meetings held and its attendance during the financial year are set out on page 9.

Sustainability Committee

Cleanaway recognises the importance of health, safety and environmental issues and is committed to a Zero Harm philosophy. The Sustainability Committee assists the Board in its oversight of Cleanaway's strategies, systems, policies and practices in respect of the Company's sustainability framework and health, safety and environmental matters, including 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 2021 financial year are set out on page 9.

The Chairperson of the Sustainability 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 Sustainability Committee Charter, include:

- understanding Cleanaway's operations and health safety and environment (HSE) 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 and third parties;
- 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;
- reviewing Cleanaway's key sustainability goals, activities and initiatives, and reviewing the sustainability disclosures (Including In relation to climate change);
- reviewing the Group's policies and practices and proposed disclosures in relation to modern slavery; and
- reviewing quality assurance matters.

The Sustainability Committee Charter is reviewed annually and a copy is available online at <https://www.cleanaway.com.au/about-us/for-investor/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 operating model against approved strategic plans;
- health and safety programs and targets;
- environmental compliance and action plans;
- business continuity management plans for strategic sites;
- systems and processes to monitor fleet performance and compliance; 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 <https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/>

Internal Audit

Cleanaway has a dedicated Internal Audit team responsible for managing the internal audit function across its operations and providing assurances to the business units, as well as evaluating, reporting on and refining risk management processes within Cleanaway. Cleanaway has adopted a co-sourced approach to internal auditing, with the Cleanaway Internal Audit team and Deloitte jointly performing the internal audit function in accordance with the annual internal audit plan.

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 the co-sourced internal auditor without management present.

Economic, Environmental and Social Risks

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

The key economic, environmental and social risks that Cleanaway is exposed to are set out in the Directors' Report. The key environmental and social risks include the risk to the health and safety of employees and members of the public exposed to the Company's operations, the potential for damage to the environment arising from the Company's operations, changes in the regulatory environment faced by the Company, a failure to maintain our social licence to operate in the communities where we have key sites, climate change and cybersecurity. The Directors' Report sets out further information in relation to the economic, environmental and social risks and the mitigating actions that the Company has taken. The Sustainability Report sets out more detailed information in relation to these risks and the key sustainability issues facing the Company, including actions to be taken during the current financial year.

Cleanaway reports climate change risks in accordance with the Taskforce on Climate-related Financial Disclosures (TCFD) framework as set out in the 2021 Sustainability Report.

Cleanaway has developed a multi-year plan to improve management and disclosure of climate related risks and opportunities. Cleanaway will continue to strengthen its governance capability and perform deep dive analysis into key climate-related risks to better understand how to mitigate or manage these impacts.

Principle 8: Remunerate fairly and responsibly

Human Resources Committee

The Human Resources 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);
- support management to achieve the Company's strategy and corporate objectives by developing the capability and engagement of Cleanaway's employees; and
- oversees Cleanaway's Diversity and Inclusion Policy, diversity practices, strategy and targets.

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 Human Resources Committee Charter is reviewed annually and a copy is available online at <https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/>

Details regarding the Human Resources Committee membership, the number of meetings held by the Committee and its attendance during the financial year are set out on page 9.

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.