

Corporate Governance Statement 2022

Cleanaway Waste Management Limited (Cleanaway or the Company)'s mission is *To Make A Sustainable Future Possible Together*. It is how we contribute and create value for our people, our customers, our investors and our planet.

Cleanaway believes that high standards of corporate governance are key to delivering on its mission and 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 18 August 2022 and outlines Cleanaway's key corporate governance practices and related charters and policies as at 30 June 2022 and are consistent with the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations – 4th Edition. (ASX Principles)*. Throughout the 2022 Financial Year, Cleanaway has followed all of the recommendations contained in the ASX Principles.

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 and approval of 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 Resources 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 Team 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 Team¹ members

In considering the selection, appointment and re-election of Directors, Cleanaway will ensure that an appropriate balance of skills, experience, expertise and diversity is maintained. Cleanaway carefully

¹ The Executive Committee was renamed the Executive Team during the 2022 financial year.



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 Team 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 Team members who are Key Management Personnel are summarised in the Remuneration Report of the Annual Report.

From FY22 onwards, pursuant to the Board's shareholding guidelines, Non-Executive Directors have 5 years from the later of 1 July 2021 or the date of their appointment to accumulate a shareholding in Cleanaway equivalent to one year of their base fee.

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 mission of 'making a sustainable future possible together'. 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 are 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 second Diversity & Inclusion Engagement Plan has expired and development of new Inclusion, Equity and Diversity (IED) Plan is underway.

The IED Plan will continue to be underpinned by a commitment from our leadership team to engage with a genuine and pragmatic approach to inclusion equity and diversity. Progress of the Plan will be governed and continuously reviewed by our IED 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. This now includes a new internal communications tool, Workplace, which was launched in FY22 to broaden our communication and feedback channels.

Cleanaway has established our multi-cultural and ethnic profile, as well as our age and gender identification workforce profile. Our inaugural Inclusion Survey was also combined with our annual Engagement Survey to create a greater awareness and appreciation of our already diverse workplace and create more inclusive practices in our recruitment, 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 female workforce participation for the period 1 July 2020 – 30 June 2022 is set out below:

Targets for 30 June 2022	Outcome 30 June 2020	Outcome 30 June 2021	Outcome 30 June 2022
Increase overall female representation to 21%	19%	19.1%	20.7%
Increase females in management roles to 22%	17%	19.3%	25.5%
Increase females in frontline operational roles to 7%	5.7%	6.4%	7.4%

With regards to our female representation, we have seen an increase in the number of women employed across Cleanaway, meeting two of our targets for females in management roles and females in operational roles. However, we fell short of overall target for female representation across the Company. Some of the key improvements include:

- A positive increase of female participation within frontline operational roles from 6.4% to 7.4%
- A positive uplift of females in managerial positions, from 82 to 135; and
- Continued improvement in addressing the male and female pay gap through a combination of programmed and targeted initiatives, including out of cycle reviews, monitoring of new appointment pay levels, and focused consideration through our annual remuneration review cycle.



We are continuing to drive purposeful initiatives in FY23 to attract, promote and retain females in our workforce. As part of this, we have launched the Women's Driver Academies across the country and will focus on developing further inclusion initiatives. We will also continue the focus on career progression for women into management and frontline operational roles and in FY23, we have increased the targets for the fourth year in a row. Additionally, we will maintain KPI targets in our short-term incentive program, to drive a focus on improving our female workforce representation

Effective from FY23, we have introduced new female participation targets aligned to 40:40 Vision. We have challenged ourselves to achieve at least 40% females in the executive team (defined as CEO+1) by 2027.

We are also extending the target to achieve at least 40% females in leadership roles (defined as CEO+2) by 2030.

Three of our ten Executive Team members are female - 30% representation. Positions on the Executive Team are considered to be senior executive roles (CEO +1) for the purposes of this statement.

Our second Reconciliation Action Plan (RAP), 'Innovate' RAP, reached its end date during FY22. We will renew our next 'Innovate' RAP in FY23. We have seen an increase across the Company with employees formally identifying as Aboriginal and Torres Strait Islander peoples. One of our key focus areas is to seek to engage a greater number of Aboriginal and Torres Strait Islander owned suppliers which saw an increase in spend in FY22.

Our Diversity and Inclusion Engagement 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

The Board continued its program of orderly succession planning during FY22 with the appointment of Michael Kelly on 1 December 2021. Gender diversity has been a key consideration in the Board's succession planning over the past year. The Board increased its female representation with the appointment of Jackie McArthur (effective 1 September 2022) which was announced by Cleanaway on 4 August 2022.

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 2022 financial year. The key findings of the internal review were incorporated into the Board's planning for its operations in FY23.

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. An annual performance review of the CEO was conducted in FY22.

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 Team members was reviewed by the CEO in July 2022.

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 2022, the Board comprised of eight independent Non-Executive Directors and the CEO. As Cleanaway announced on 12 September 2022, Mike Harding will be retiring from the Board prior to the 2022 AGM. 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 2022 Annual Report.

Director Independence

The Board as at 30 June 2022 comprised all independent Non-Executive Directors, except for the CEO. 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 the commencement of Mark Schubert as CEO of the Company, Mark Chellew stepped down from the position of Executive Chairman on 30 September 2021. Whilst he was appointed as Executive Chairman, Mr Chellew was considered to be an Independent Director. In determining that Mr Chellew should continue to be considered an Independent Director, the Board took into consideration the following factors: that the appointment was part of a leadership transition within the Company; that the appointment was for a short 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 and that operational decision making authority of the position of CEO had been assumed by the Chief Operating Officer. Consistent with this approach, following Mr Chellew stepping down from the position of Executive Chairman, the Board continues to consider him to be an Independent Director.

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.

Board Committees

Under the Company's Constitution and as set out in the Board 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 2022 financial year consisted of the appointment of Michael Kelly to the Audit and Risk Committee as of 1 December 2021, and the appointment of Samantha Hogg as the Chair of the Human Resources Committee as of 1 June 2022.

Details of Board Committee memberships as at 30 June 2022 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		Member	Member
P G Etienne	Member		Chairman
S L Hogg	Member	Chair	
M Kelly	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, an induction pack containing information about the Company, Board and Committee Charters and Company policies and procedures, and undertaking site tours of business operations. New Directors also meet with members of the Executive Team to gain an insight into the Company's business operations and the corporate structure.

As mentioned in the earlier part of this document, Michael Kelly joined the Company on 1 December and Jackie McArthur joined on 1 September 2022.

Directors are encouraged and given the opportunity to broaden their knowledge of the business and operations, and on topics relevant to the Company's circumstances, by receiving regular briefings and presentations from management, the Executive Team and external parties in a range of fields, including emerging business and governance issues relevant to the Company (such as greenhouse gas emissions, sustainability and cyber-security), and material developments in laws and regulations.

The Board undertakes regular site visits in different locations during the financial year. The site visits enable the Directors to deepen their knowledge of the business, and interact with operational management personnel aimed at supplementing the Board's understanding of Cleanaway's operations.

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 FY22 financial year are set out below.

	Board meeting		Audit and Risk Committee		Sustainability Committee		Human Resources Committee	
Directors	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	15	15	-	-	-	-	-	-
I A Player	15	14	-	-	4	4	-	-
M Schubert ¹	13	13	-	-	-	-	-	-
R M Smith	15	15	4	4	-	-	4	4
T A Sinclair	15	14	4	4	-	-	4	4
R M Harding	15	14	-	-	4	4	4	4
P G Etienne	15	14	4	4	4	4	-	-
S L Hogg	15	14	4	4	-	-	4	4
M Kelly ²	10	10	3	3	-	-	-	-

1.Appointed Executive Director on 30 August 2021.

2.Appointed Non-Executive Director on 1 December 2021.

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 Team ;
- 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;
- legal and compliance
- 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 and diverse 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.

Directors	Date of Appointment	Last Re-Election Date	Tenure in office as at 30 June 2022
*M P Chellew	1 March 2013	25 October 2019	9 years and 4 months
^M Schubert	30 August 2021	Not applicable	10 months
I A Player	1 March 2021	22 October 2021	1 year and 4 months
R M Smith	1 April 2011	22 October 2021	11 years and 3 months
*M Kelly	1 December 2021	Not application	7 months
T A Sinclair	1 April 2012	14 October 2020	10 years and 3 months
#R M Harding	1 March 2013	25 October 2019	9 years and 4 months
P G Etienne	29 May 2014	14 October 2020	8 years and 1 month
S L Hogg	1 November 2019	14 October 2020	2 year and 8 months
*J McArthur	1 September 2022	Not applicable	Not applicable

^ As CEO and MD, Mr Schubert is not required to stand for re-election.

* standing for election/re-election at the 2022 Annual General Meeting in October 2022

retiring from Board prior to AGM 2022

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 together’ for all our stakeholders.



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 receive 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 (including during specified trading windows) 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 and on the Company's website.

Details regarding the Committee membership, the number of meetings held by the Committee and attendance during the financial year are set out on page 10.

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) 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 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 have been the Company's External Auditors since November 2009. Ernst & Young rotated the lead audit partner during the 2022 financial year.

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 2022 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 the following:

- content is prepared by, or under the oversight of, the relevant subject matter expert for the area being reported on;
- a verification schedule is set up to allocate the material statements within those documents to persons who are responsible for verifying their accuracy and completeness; and
- material statements of fact are reviewed by relevant executive management against source data for accuracy, and statements of opinion are separately identified and reviewed by relevant executive management for reasonableness to determine if there is a sound basis for the statement being made.

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/>. Cleanaway encourages shareholder participation at members meetings through its use of electronic communication, including by making notices of meetings available on its website and webcasting of general meetings and significant Company presentations. 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.

Cleanaway's investor relations team coordinates an investor relations program with institutional and retail investors, analysts, and meetings with proxy advisers and the financial media to encourage two-way communication with investors to gain a greater understanding of its business.

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 10.

Sustainability Committee

Cleanaway recognises the importance of health, safety and environmental issues and is committed to a goal of Zero Harm. 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 2022 financial year are set out on page 10.

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 Cleanaway's exposure to climate change risks and its carbon emissions profile and targets;
- 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 an Enterprise Risk Management Policy that sets out Cleanaway's commitment to proactive enterprise risk management and compliance. The policy is supplemented by an Enterprise Risk Management Methodology 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.

Pages 11 to 15 of the Operating and Financial review in the Director's Report contain a summary of the principal risks including, and where relevant, key economic, environmental and social risks that Cleanaway is exposed to and the mitigating actions that have been taken.

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.

Cleanaway's 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.

The Company issued its FY22 Sustainability Report in September 2022, which continues to reference the Global Reporting Initiative (GRI) 2021 Standards and report metrics that are consistent with the Sustainability Accounting Standards Board (SASB) Industry Standard for Waste Management. Scope 1 and 2 greenhouse gas emissions are reported in accordance with the National Greenhouse and Energy Reporting Scheme.

Cleanaway reports climate change risks in accordance with the Taskforce on Climate-related Financial Disclosures (TCFD) framework as set out in the 2022 Sustainability Report. Cleanaway has developed a multi-year plan to improve management and disclosure of climate related risks and opportunities.

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 10.

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.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Cleanaway Waste Management Limited

ABN/ARBN

74 101 155 220

Financial year ended:

30 June 2022

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 19 September 2022 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 19 September 2022

Name of authorised officer authorising lodgement: Daniel Last, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>our Corporate Governance Statement, and in the 2021-2022 WGEA Gender Equality Report (https://www.cleanaway.com.au/about-us/diversity-and-inclusion/).</p> <p>Our measurable objective for achieving gender diversity in the composition of the board is not less than 30% of its directors of each gender by the end of FY22.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>our Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: our Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: our Corporate Governance Statement, and the Remuneration Report which is on page 19 of our FY2022 Remuneration Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: our Corporate Governance Statement</p> <p>and the information referred to in paragraphs (4) and (5) at: our Corporate Governance Statement, and page 17 of our FY2022 Directors Report.</p> <p><i>[If the entity complies with paragraph (b):] Not applicable</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at:</p> <p>.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: our Corporate Governance Statement and the length of service of each director at: our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: our Corporate Governance Statement, and our website at https://www.cleanaway.com.au/about-us/our-cleanaway-way/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: our Corporate Governance Statement, and https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: our Corporate Governance Statement, and https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: our Corporate Governance Statement, and https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: our Corporate Governance Statement and in page 17 of our FY2022 Directors Report and in our 2022 Annual Report</p> <p><i>[If the entity complies with paragraph (b):] Not applicable</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: our Corporate Governance Statement, and https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/ .	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.cleanaway.com.au/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: our Corporate Governance Statement, and our Shareholder Communication Policy at https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/ .	<input type="checkbox"/> set out in our Corporate Governance Statement

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6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/.</p> <p>and the information referred to in paragraphs (4) and (5) at: our Corporate Governance Statement, and https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/, and in page 17 of our FY2022 Directors Report</p> <p><i>[If the entity complies with paragraph (b):] Not applicable</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity’s risk management framework was undertaken during the reporting period at: our Corporate Governance Statement</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: our Corporate Governance Statement</p> <p><i>[If the entity complies with paragraph (b):] Not applicable</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at: our Corporate Governance Statement</p> <p>and, if we do, how we manage or intend to manage those risks at: our Corporate Governance Statement , and in our 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: our Corporate Governance Statement and our 2022 Annual Report.</p> <p><i>[If the entity complies with paragraph (b):] Not applicable</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>the Remuneration Report which is pages 19 to 40 of our FY2022 Consolidated Financial Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: our Corporate Governance Statement, and in the Securities Trading Policy at https://www.cleanaway.com.au/about-us/for-investor/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES – Not applicable			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at:	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES – Not applicable			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at:	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>