

ASX ANNOUNCEMENT

26 April 2018

ACCC Not To Oppose Scheme of Arrangement

Tox Free Solutions Limited (“Toxfree”) notes that the Australian Competition and Consumer Commission (“ACCC”) today decided not to oppose the proposed acquisition by Cleanaway Waste Management Limited (“Cleanaway”) of 100% of the ordinary shares in Toxfree via its wholly-owned subsidiary, Cleanaway (No. 1) Pty Ltd (“BidCo”), pursuant to the previously announced scheme of arrangement (the “Scheme”).

As a result, Toxfree confirms that the Competition Approval condition under clause 3.1(c) of the Scheme Implementation Deed between Toxfree, Cleanaway and BidCo has been satisfied.

The Scheme remains subject to a number of conditions, including the approval of Toxfree shareholders and the Federal Court of Australia.

The indicative timetable remains as follows:

Event	Time and Date
Latest time and date by which completed Proxy Forms for the Scheme Meeting must be received by the Share Registry	11.00 am on 1 May 2018 (Perth time)
Time and date for determining eligibility to vote of registered Toxfree Shareholders at the Scheme Meeting	5.00 pm on 1 May 2018 (Perth time)
Scheme Meeting (to be held at the Parmelia Hilton (Karri Room), 14 Mill Street, Perth)	11.00 am on 3 May 2018 (Perth time)
<i>If the Scheme is approved by the Requisite Majorities of Toxfree Shareholders, the expected timetable for implementation of the Scheme is:</i>	
Second Court Date for approval of the Scheme	10 May 2018
Effective Date	11 May 2018
Court order lodged with ASIC and announcement to the ASX Last day of trading in Toxfree Shares on the ASX (with Toxfree Shares suspended from close of trading)	
Special Dividend Record Date for determining entitlements to the Special Dividend	5.00 pm on 16 May 2018 (Perth time)
Scheme Record Date for determining entitlements to Scheme Consideration	7.00 pm on 18 May 2018 (Perth time)
Special Dividend Payment Date	23 May 2018
Implementation Date	25 May 2018
Payment of Scheme Consideration to be made to Toxfree Shareholders	

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Capitalised terms in the timetable above have the meaning given to them in the Scheme Booklet.

Toxfree shareholders who have questions in relation to the Scheme should contact the Toxfree Shareholder Information Line on 1300 153 326 (within Australia) or +61 3 9415 4343 (outside of Australia) between 8.30 am and 5.00 pm (Melbourne time) on business days.

For further information, please contact:

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