

## Chairman's Letter



Dear Shareholders,

On behalf of the Board, I am pleased to invite you to Cleanaway Waste Management Limited's 2023 Annual General Meeting (AGM) which will be held on Friday 20 October 2023 commencing at 11am (Brisbane time) in the Long Room, Customs House, 399 Queen Street, Brisbane, QLD 4000.

Cleanaway's 2023 AGM will be a hybrid AGM, so that shareholders who cannot join us in Brisbane, may participate in the AGM online at <https://meetnow.global/MQZGMUH>. If you are unable to join us, you will be able to view a recording of the webcast of the meeting on the Cleanaway website after the Meeting.

The Notice of Meeting and Explanatory Statement is set out on the following pages. The business of the meeting is to:

- consider the Financial Report for FY2023;
- vote on the FY2023 Remuneration Report;
- elect or re-elect four Directors; and
- vote upon a grant of performance rights and deferred equity rights to the Managing Director & CEO.

At the 2022 AGM, even though supported by a large majority of votes cast (74.5% in favour) a 'first strike' was received against our Remuneration Report. As a result the Notice of Meeting is required to include a contingent Board spill resolution which will be considered if we receive a second strike on the Remuneration Report.

In response to the first strike last year, the Board has engaged broadly with our stakeholders. Section 2 of the Remuneration Report sets out the key issues raised by investors and the way in which we have sought to address those issues. The Board has considered the many and varied views offered and taken that feedback into account in considering our executive remuneration outcomes for FY2023 and our framework for FY2024.

In light of the feedback regarding STI's and our corporate performance for the year:

- for FY2023 we excluded the earnings of the GRL business, which we acquired during the year, from the 2023 STI calculation as this was not a budgeted item;
- we have not awarded any STI against our environmental measures in FY2023; and
- we have exercised discretion to further moderate STI outcomes downwards to better align those outcomes with the experience of our shareholders this year.

The Board has also approved further changes to our executive remuneration framework for FY2024:

- in our STI scorecard, Group Underlying EBIT will carry a 60% weighting in FY2024 and net revenue growth has been removed from the scorecard, as we concentrate on growing profits;
- in our LTI Plan, ROIC has been reintroduced for FY2024 as a fourth performance measure to increase focus on the efficient use of capital; and
- The ROIC and EPS CAGR performance measures in the LTI Plan align with the mid term ambitions announced by the Company as part of our FY23 results.

Further information regarding these changes is set out in Sections 5A and 7A of our Remuneration Report.

If you plan to attend the AGM in person, we encourage you to submit your votes in advance of the Meeting (along with any questions) so that they will still be counted if for any reason you are unable to attend on the day. While time may not permit me to address all of the questions submitted, I will try to address the more frequently raised shareholder questions during the course of the Meeting.

Thank you for your continued support of Cleanaway. I look forward to welcoming you to our AGM.

Your Sincerely



Philippe Etienne  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2023 Annual General Meeting (**AGM** or **Meeting**) of Cleanaway Waste Management Limited (**Cleanaway** or the **Company**) will be held on **Friday 20 October 2023 commencing at 11am (Brisbane time)**.

The meeting will be held as a hybrid meeting and shareholders may either attend in person in the Long Room, Customs House, 399 Queen Street, Brisbane, QLD 4000 or attend online at <https://meetnow.global/MQZGUMUH>

### ORDINARY BUSINESS

#### 1. Financial Report

To receive and consider the Financial Report of the Company and its controlled entities for the financial year ended 30 June 2023, and the related Directors' Report and Auditor's Report.

Note: *There is no requirement for shareholders to approve these reports.*

#### 2. Remuneration Report

To consider the Remuneration Report for the financial year ended 30 June 2023 and, if thought fit, pass the following non-binding resolution as an **ordinary** resolution in accordance with section 250R of the *Corporations Act 2001* (Cth):

*"That the Remuneration Report for the financial year ended 30 June 2023 be adopted."*

Notes:

- > *This resolution is subject to the voting exclusions as set out at the end of this Notice of Meeting.*
- > *The vote on this resolution is advisory only and does not bind the Directors or the Company.*
- > *The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*

#### 3. Election and Re-election of Directors

A Director who retires in accordance with the Company's Constitution is eligible for re-election or election (as applicable).

- (a) To consider and, if thought fit, pass the following as an **ordinary** resolution:

*"That Philippe Etienne, an Independent, Non-Executive Director retiring in accordance with Article 6.3(b) of the Constitution, being eligible, is re-elected as a Director of the Company."*

- (b) To consider and, if thought fit, pass the following as an **ordinary** resolution:

*"That Samantha Hogg, an Independent, Non-Executive Director retiring in accordance with Article 6.3(b) of the Constitution, being eligible, is re-elected as a Director of the Company."*

- (c) To consider and, if thought fit, pass the following as an **ordinary** resolution:

*"That Terry Sinclair, an Independent, Non-Executive Director retiring in accordance with Article 6.3(b) of the Constitution, being eligible, is re-elected as a Director of the Company."*

- (d) To consider and, if thought fit, pass the following as an **ordinary** resolution:

*"That Clive Stiff, an Independent, Non-Executive Director appointed by the Board since the last AGM and wishing to stand for election for the first time in accordance with Article 6.3(g) of the Constitution, is elected as a Director of the Company."*

### SPECIAL BUSINESS

#### 4. Granting of performance rights to Mark Schubert

- (a) To consider and, if thought fit, pass the following as an **ordinary** resolution:

*"That, for the purpose of ASX Listing Rule 10.14, and for all other purposes, authority is hereby given for the grant to Mark Schubert, Chief Executive Officer (CEO) and Managing Director (MD), 757,680 performance rights under the Cleanaway Waste Management Limited Long-Term Incentive Plan (FY24 LTIP Offer), on the terms described in the Explanatory Statement which forms part of this Notice of Meeting."*

Note: *This resolution is subject to the voting exclusions as set out at the end of this Notice of Meeting.*

- (b) To consider and, if thought fit, pass the following as an **ordinary** resolution:

*"That, for the purpose of ASX Listing Rule 10.14, and for all other purposes, authority is hereby given for the grant to Mark Schubert, CEO and MD, 67,713 deferred equity rights under the Cleanaway Waste Management Limited Deferred Equity Plan (DEP), on the terms described in the Explanatory Statement which forms part of this Notice of Meeting."*

Note: *This resolution is subject to the voting exclusions as set out at the end of this Notice of Meeting.*

### CONTINGENT BUSINESS

#### 5. Spill Resolution (Contingent Item)

If required, to consider, and if thought fit, pass the following as an **ordinary** resolution:

*"Subject to and conditional on at least 25% of the votes cast on Item 2 being cast against adoption of the Company's Remuneration Report for the financial year ended 30 June 2023:*

- (i) *to hold an extraordinary general meeting of the Company (Spill Meeting) within 90 days of the passing of this resolution;*
- (ii) *all the non-executive Directors in office when the resolution to make the Directors' Report for the financial year ended 30 June 2023 was passed (other than the Chief Executive Officer and Managing Director) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (iii) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting are put to the vote at the Spill Meeting.*

Note: *This resolution is subject to the voting exclusions as set out at the end of this Notice of Meeting.*

## VOTING EXCLUSIONS

Items 2, 4(a), 4(b) and 5 are resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (**KMP**) of the Company.

The *Corporations Act 2001* (Cth) (**Corporations Act**) restricts KMP and their closely related parties from voting in certain circumstances.

In addition, voting restrictions apply to Items 4(a) and 4(b) under the ASX Listing Rules.

The Remuneration Report identifies the Company's KMP for the financial year ended 30 June 2023. Their 'closely related parties' are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

### Item 2: Remuneration Report and Item 5: Spill Resolution (Contingent Item)

Unless it is a permitted proxy vote cast as detailed below, the Company will disregard any votes cast by or on behalf of:

- > any KMP of the Company, details of whose remuneration is included in the Remuneration Report; and
- > a closely related party of any such KMP.

### Items 2, 4(a), 4(b) and 5

The KMP and their closely related parties are only permitted to cast proxy votes on Items 2, 4(a), 4(b) or 5 either:

- > as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- > by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

### Items 4(a) and 4(b): Granting of performance rights and deferred equity rights to Mark Schubert

The Company will disregard any votes cast in favour of the resolution by or on behalf of Mark Schubert and any of his associates.

Any votes cast as a proxy on Items 4(a) and 4(b) by Mr Schubert or his associates will be disregarded, unless the vote is cast by:

- > a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the proxy or attorney to vote on the resolution; or
- > the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- > a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## IMPORTANT NOTE - PROXY VOTING

The Chairman of the Meeting intends to vote undirected proxies **IN FAVOUR** of the proposed resolutions for Items 2, 3 and 4, and if put to the meeting, **AGAINST** the proposed resolution for Item 5, as set out in this Notice of Meeting. If there is a change to how the Chairman intends to vote undirected proxies, an announcement will be made to the ASX.

Please see the "Notes to the Notice of Meeting" for further details regarding proxy voting.

Dated: 20 September 2023

By Order of the Board



**Dan Last**  
Company Secretary

# NOTES TO THE NOTICE OF MEETING

## ATTENDING IN PERSON

1. Shareholders can attend in person in the Long Room, Customs House, 399 Queen Street, Brisbane, QLD 4000.

## PARTICIPATING ONLINE

2. To participate in the Meeting online via the Computershare Meeting Platform, visit <https://meetnow.global/MQZGMUH> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox.
3. Registration for attendees will open at 10am Brisbane time.
4. To make the registration process quicker, please have your SRN/HIN and registered postcode or country ready. Proxyholders attending online will need to contact Computershare on +61 3 9415 4024 prior to the meeting to obtain their login details.
5. To participate in the meeting online, follow the instructions below:
  - a) Go to the following website: <https://meetnow.global/MQZGMUH>
  - b) Click on 'Join Meeting Now'.
  - c) Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meeting to obtain their login details.
  - d) Shareholders in Australia should enter their SRN/HIN and postcode registered to the holding. Overseas shareholders should select the country of the registered holding from the drop down list.
  - e) Accept the Terms and Conditions and 'Click Continue'.
6. Shareholders and proxyholders can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate time while the meeting is in progress.
7. Further information regarding participating in the Meeting online, including browser requirements, are detailed in the Online Meeting Guide available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)

## TECHNICAL DIFFICULTIES

8. Technical difficulties may arise during the course of the AGM. The Chair of the meeting has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chair of the meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where they consider it appropriate, the Chair of the meeting may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to vote online prior to the meeting through the Online Meeting Guide on the Company's website referred to above, or to lodge a proxy for receipt by 11:00am (Brisbane time) on Wednesday 18 October 2023), even if they plan to attend the meeting in person or online.

## VOTING ENTITLEMENTS

9. In accordance with Regulation 7.11.37 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at

7:00pm (Brisbane time) on Wednesday 18 October 2023. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the AGM.

10. If a share is held jointly, only one joint holder may vote. If more than one joint shareholder votes, only the vote of the first person named on the register counts.

## EXERCISING YOUR RIGHT TO VOTE

11. Voting on all resolutions will be conducted by a poll.

For resolutions determined by poll, each shareholder present in person or by proxy or attorney has one vote for each fully paid ordinary share held.

The Chairman of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting.

Shareholders are encouraged to submit their vote in advance of the Meeting by appointing a proxy (preferably the Chairman of the Meeting) at [www.investorvote.com.au](http://www.investorvote.com.au) (or by post or facsimile) by 11:00am (Brisbane time) on Wednesday 18 October 2023. Cleanaway recommends that shareholders do this in case of technical difficulties at the Meeting.

## PROXIES

12. If you cannot attend the meeting you may appoint a proxy to attend and vote for you. A proxy form is included with this Notice of Meeting for this purpose. A proxy need not be a shareholder of Cleanaway and may be an individual or a body corporate. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of the votes.
13. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meeting to obtain their login details in order to vote online. Further information regarding participating in the Meeting online, including browser requirements, are detailed in the Online Meeting Guide available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)
14. If you choose to appoint a proxy, you are encouraged to direct your proxy on how to vote by marking the "for", "against" or "abstain" box on the Proxy Form. Your proxy may only exercise your vote in the manner you have directed. If no direction is given, the proxy may vote as it sees fit, subject to any voting restrictions applicable to the proxy.
15. Either the original, facsimile or electronic transmission of the proxy form(s) and any Power of Attorney or authority under which they are signed must be received at the nominated address below at least 48 hours prior to the AGM (i.e. by no later than 11:00am (Brisbane time) on Wednesday 18 October 2023) or, in the case of an adjournment, prior to the time scheduled for resumption of the meeting. Any proxy form received after this deadline, will be invalid.

**Post** Computershare Investor Services Pty Limited,  
GPO Box 242, Melbourne Victoria 3001

**Fax** 1800 783 447 (within Australia) or  
+61 3 9473 2555 (outside Australia)

**Online** by visiting [www.investorvote.com.au](http://www.investorvote.com.au)  
and quoting the 6 digit control number found on  
the front of your Proxy Form.

Intermediary Online subscribers (custodians) can lodge  
a proxy online by visiting  
[www.intermediaryonline.com](http://www.intermediaryonline.com)

16. Additional Proxy Forms can be obtained from Cleanaway Share Registry (Computershare Investor Services Pty Limited) by phoning 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

#### PROXY VOTING BY THE CHAIRMAN

17. If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, and you do not direct the Chairman of the Meeting how to vote on an item of business, then by completing and returning the relevant Proxy Form you will be expressly authorising the Chairman of the Meeting to exercise your undirected proxy on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the KMP.

If you do not direct the Chairman of the Meeting how to vote on an item of business, the Chairman as your proxy will vote **IN FAVOUR** of the proposed resolutions for Items 2, 3 and 4, and if put to the meeting, **AGAINST** the proposed resolution for Item 5.

#### CORPORATE SHAREHOLDERS

18. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise as a shareholder at general meetings of Cleanaway or in the capacity of a shareholder's proxy at general meetings of Cleanaway. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.
19. If a corporate representative is to attend the AGM on behalf of a body corporate, a formal Notice of Appointment must be signed as required by section 127 of the Corporations Act or that Corporation's Constitution.

#### VOTING BY ATTORNEY

20. If you wish to appoint an attorney to act on your behalf at the Meeting, your appointment must be made by a duly executed Power of Attorney.
- The Power of Attorney must be received at the nominated address above by no later than 11:00am (Brisbane time) on Wednesday 18 October 2023 or, in the case of an adjournment, prior to the time scheduled for resumption of the Meeting, unless it has been previously provided to Cleanaway.

#### QUESTIONS FROM SHAREHOLDERS

21. In addition to asking questions at the meeting, written questions to the Chairman about the management of Cleanaway, or to Cleanaway's Auditor about the content of the Auditor's Report and the conduct of the audit, may be submitted by visiting the investor section of our website [www.cleanaway.com.au](http://www.cleanaway.com.au). Questions must be received at least 5 business days prior to the AGM (i.e. by no later than 5.00pm (Brisbane time) on Monday 16 October 2023. This is to allow time to collate questions and to prepare answers.
22. Shareholders may also submit questions and comments online during the Meeting by following instructions in the Online Meeting Guide at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)
23. The Chairman of the Meeting will endeavour to address questions during the course of the Meeting, However, there may not be sufficient time available at the Meeting to address all of the questions raised.



# EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

These explanatory notes form part of the Notice of Annual General Meeting and should be read in conjunction with it. These explanatory notes have been prepared to provide shareholders with important information regarding the items of business proposed for consideration at the AGM.

The Chairman and CEO will address the meeting and/or make a presentation on the performance of the Company during the financial year ended 30 June 2023 as well as other strategic and operational activities of the Company.

## ITEM 1: FINANCIAL REPORT

The Corporations Act requires the following reports in respect of the financial year ended 30 June 2023 to be laid before the Annual General Meeting:

- Financial Report (which includes financial statements and Directors' declaration);
- The Directors' Report (which includes the Remuneration Report); and
- The Auditor's Report.

The Reports referred to above are included in the Annual Report provided to shareholders who elected to receive a copy of the report. A copy of the report is also available in the investor section on our website [www.cleanaway.com.au](http://www.cleanaway.com.au). Shareholders will be provided with the opportunity at the meeting to ask questions about the reports.

The Company's Auditor will be available at the meeting to answer any questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

## ITEM 2: REMUNERATION REPORT

A resolution for the adoption of the Remuneration Report is required to be considered and voted on at the Annual General Meeting. Prior to holding this vote, the Chairman of the Meeting will allow a reasonable opportunity for shareholders to ask questions or make comments on the Remuneration Report.

The Remuneration Report for the financial year ended 30 June 2023 is included in the Annual Report. In accordance with the Corporations Act, the Remuneration Report:

- describes the policies behind, and structure of, the remuneration arrangements of the Company, and the link between remuneration and the Company's performance; and
- sets out the remuneration arrangements in place for Directors and those members of the senior management team with authority and responsibility for planning, directing and controlling the activities of the Company.

At last year's AGM, the Company received a 'first strike' (25.49% against) on its Remuneration Report.

As a result, the Board has consulted broadly with shareholders to understand the concerns that led to the 'first strike'. The Board has outlined its response, including actions taken in relation to the FY2023 remuneration outcomes and changes that

have been made to our remuneration framework for FY2024, in this year's Remuneration Report.

The Board has prepared the Remuneration Report in line with our objective of transparency in explaining our remuneration framework and practices and the link between Company and individual performance and incentive remuneration outcomes.

In short, the Board has moderated downwards the STI outcomes for FY2023 to ensure that they better align with financial performance and shareholder outcomes. For FY2024, the Board has removed net revenue growth as a performance measure from the STI and increased the weighting of Group Underlying EBIT to 60% of the STI scorecard. For FY2024, the Board has also reintroduced return on invested capital (ROIC) as a fourth performance measure in the LTI plan.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, if more than 25% of the votes cast on this Item are against adopting the Remuneration Report, the contingent spill resolution in Item 5 will be put to the meeting. The operation and consequences of a spill resolution are set out under Item 5 below.

**The Board recommends that shareholders vote in favour of this non-binding resolution.**

## ITEM 3: RE-ELECTION OF DIRECTORS

### Re-election of Directors - Resolutions 3(a), 3(b), 3(c) and 3(d)

Resolutions 3(a), 3(b), 3(c) and 3(d) seeks approval for the re-election and election respectively of Directors who are retiring under the Company's Constitution.

(a) *Philippe Etienne, Independent Non-Executive Director and Board Chairman*

Philippe has been an Independent, Non-Executive Director since 29 May 2014 and was appointed Board Chairman on 20 September 2023.

Philippe is a Non-Executive Director of Lynas Rare Earths Limited (since January 2015) and Aristocrat Leisure Limited (since 1 October 2019).

Formerly he was Chief Executive Officer of Orica Mining Services, Managing Director and Chief Executive Officer of Innovia Security Pty Ltd (retired September 2014) and Non-Executive Director of Sedgman Limited (February 2015 to November 2015).

Philippe has held a range of other senior executive positions with Orica in Australia, the USA and Germany, including strategy and planning and responsibility for synergy delivery of large-scale acquisitions.

He holds a Bachelor of Science in Physiology and Pharmacology and a Master of Business Administration (MBA). He is a Graduate of the Australian Institute of Company Directors and has completed post-graduate qualifications in marketing.

**The Board (with Philippe Etienne abstaining) recommends that shareholders vote in favour of this resolution.**

# EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

## *(b) Samantha Hogg, Independent Non-Executive Director*

- Chair of the Human Resources Committee
- Member of the Audit and Risk Committee

Samantha has been an Independent, Non-Executive Director since 1 November 2019.

Samantha is the Deputy Chair and Lead Independent Director (since March 2023) and Non-Executive Director (since March 2022) of Adbri Limited, a Non-Executive Director of IGO Limited (since January 2023), and Chair of Tasmanian Irrigation.

Samantha was formerly a Non-Executive Director of Australian Renewable Energy Agency (retired July 2020), Hydro Tasmania (retired August 2021) and Infrastructure Australia (ceased November 2021), and formerly a Board member of the National COVID-19 Commission (NCC) Advisory Board (ceased March 2021).

Samantha is an experienced executive with international experience across the transport, infrastructure, energy and resources sectors. She has held senior executive positions at Transurban Group and Western Mining Company across a broad range of portfolios including finance, strategic projects, marketing and corporate services. Her most recent executive role was as the Chief Financial Officer of Transurban Group.

Samantha holds a Bachelor of Commerce and is a member of the Australian Institute of Company Directors.

**The Board (with Samantha Hogg abstaining) recommends that shareholders vote in favour of this resolution.**

## *(c) Terry Sinclair, Independent Non-Executive Director*

- Member of the Audit and Risk Committee
- Member of the Human Resources Committee

Terry has been an Independent, Non-Executive Director since 1 April 2012.

Terry currently serves as Chairman of Silk Logistics Holdings Limited (effective July 2020), Non-Executive Director of Indara Corporation Pty Ltd (formerly known as Australia Tower Networks Pty Ltd) (effective November 2021).

Terry was formerly a Senior Advisor to AustralianSuper, Managing Director of Service Stream Limited, and Executive Chairman of AUX Investments (jointly owned by Qantas and Australia Post) and Star Track Express.

Terry has significant operations and corporate development experience across the Industrial, Resources and Consumer Services sectors including 20 years in senior management roles in BHP (Minerals, Steel and Transport/Logistics) and Australia Post (Head of Logistics and Corporate Development).

Subject to being re-elected, Terry has indicated his intention to retire around the end of FY24.

**The Board (with Terry Sinclair abstaining) recommends that shareholders vote in favour of this resolution.**

## *(d) Clive Stiff, Independent Non-Executive Director*

- Member of the Audit and Risk Committee
- Member of the Sustainability Committee

Clive has been an Independent, Non-Executive Director since 1 June 2023.

Clive is a Non-Executive Director of GrainCorp Limited (since October 2021), a member of the Quantum Advisory Board and a member of the Genpact Australian Advisory Council. Clive is an external advisor to Bain & Company and a member of the University of New South Wales Business School Advisory Council.

Clive was formerly a Non-Executive Director of Australian Pharmaceutical Industries Limited, Chair of the Australian Food & Grocery Council, Chair of T2 Tea and Non-Executive Director of Foodbank NSW & ACT.

Clive has over 35 years of experience in the fast moving consumer goods industry. He was formerly CEO of Unilever Australia & New Zealand, CEO of Procter & Gamble France and previously held other senior executive roles with the company internationally, as well as locally with Goodman Fielder.

Clive holds a Master of Science in Management, and is a Fellow of the Australian Institute of Company Directors.

The Board has conducted appropriate checks into Clive's background experience and is satisfied he is an appropriate person for election to the Board.

**The Board (with Clive Stiff abstaining) recommends that shareholders vote in favour of this resolution.**

## **ITEM 4: GRANTING OF PERFORMANCE RIGHTS AND DEFERRED EQUITY RIGHTS TO MARK SCHUBERT**

### **(a) Granting of performance rights under the Long-Term Incentive Plan (FY24 LTIP Offer).**

Shareholder approval is sought for the purposes of ASX Listing Rule 10.14, as Mark Schubert falls under Listing Rule 10.14.1 as a director of the Company, and for all other purposes, to authorise the grant of performance rights to Mark Schubert, CEO and Managing Director, under the Cleanaway Waste Management Limited Long-Term Incentive Plan.

Specific information which must be provided to shareholders in accordance with ASX Listing Rule 10.15 is set out below:

# EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

## Grant of performance rights under the FY24 LTIP Offer

<b>Plan / scheme</b>	Cleanaway Waste Management Limited Long-Term Incentive Plan.																									
<b>Numbers of Rights Granted Subject to Shareholder Approval</b>	<p>757,680 performance rights</p> <p>The number of performance rights to be granted under the FY24 LTIP Offer was calculated based on the following formula:  <math>(A \times B) \text{ divided by } C</math>, where:  A = Total Fixed Remuneration \$1,596,500  B = 120%, which is the maximum long-term incentive opportunity  C = \$2.5285, being the 5-day volume weighted average price (<b>VWAP</b>) of Cleanaway shares for the five day trading period ended 30 June 2023</p>																									
<b>Performance Measures</b>	<p>The performance rights under this offer will be divided into four tranches, subject to performance hurdles measured as follows:</p> <p><b>Tranche 1</b> - 40% of the performance rights issued vest if the Company achieves certain Relative Total Shareholder Return (<b>TSR</b>) targets over the 3 year performance period starting 1 July 2023 and ending 30 June 2026:</p> <table border="1"> <thead> <tr> <th>Company's Relative TSR to its TSR Comparator Group</th> <th>Percentage of Tranche 1 performance rights that will vest</th> </tr> </thead> <tbody> <tr> <td>Less than 50<sup>th</sup> percentile</td> <td>Nil</td> </tr> <tr> <td>50<sup>th</sup> percentile</td> <td>50%</td> </tr> <tr> <td>Greater than 50<sup>th</sup> percentile up to and including 75<sup>th</sup> percentile</td> <td>Pro rata linear between 50% and 100%</td> </tr> <tr> <td>Above the 75<sup>th</sup> percentile</td> <td>100%</td> </tr> </tbody> </table> <p>The TSR Comparator Group is the companies comprising the ASX150 (excluding those classified as mining, financial services, oil and gas and overseas domiciled) that remain listed for the duration of the performance period.</p> <p><b>Tranche 2</b> - 20% of the performance rights vest if the Company achieves the following compound annual growth rate (CAGR) in underlying earnings per share (EPS) over the 3 year performance period ending 30 June 2026:</p> <table border="1"> <thead> <tr> <th>Underlying EPS CAGR</th> <th>Percentage of Tranche 2 performance rights that will vest</th> </tr> </thead> <tbody> <tr> <td>Less than 13%</td> <td>Nil</td> </tr> <tr> <td>At 13%</td> <td>35%</td> </tr> <tr> <td>Greater than 13% and up to and including 16%</td> <td>Pro rata linear between 35% and 50%</td> </tr> <tr> <td>Greater than 16% and up to and including 19%</td> <td>Pro rata linear between 50% and 70%</td> </tr> <tr> <td>Greater than 19% and up and including 22%</td> <td>Pro rata linear between 70% and 100%</td> </tr> <tr> <td>Greater than 22%</td> <td>100%</td> </tr> </tbody> </table>		Company's Relative TSR to its TSR Comparator Group	Percentage of Tranche 1 performance rights that will vest	Less than 50 <sup>th</sup> percentile	Nil	50 <sup>th</sup> percentile	50%	Greater than 50 <sup>th</sup> percentile up to and including 75 <sup>th</sup> percentile	Pro rata linear between 50% and 100%	Above the 75 <sup>th</sup> percentile	100%	Underlying EPS CAGR	Percentage of Tranche 2 performance rights that will vest	Less than 13%	Nil	At 13%	35%	Greater than 13% and up to and including 16%	Pro rata linear between 35% and 50%	Greater than 16% and up to and including 19%	Pro rata linear between 50% and 70%	Greater than 19% and up and including 22%	Pro rata linear between 70% and 100%	Greater than 22%	100%
Company's Relative TSR to its TSR Comparator Group	Percentage of Tranche 1 performance rights that will vest																									
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Greater than 22%	100%																									



# EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

**Tranche 3** - 20% of the performance rights issued vest if the Company achieves certain CH<sub>4</sub> (Methane) emissions targets over the 3 year performance period starting 1 July 2023 and ending 30 June 2026:

The FY25 CH <sub>4</sub> target emissions are:	Percentage of Tranche 3 performance rights that will vest
FY26 CH <sub>4</sub> emission is greater than 94% of FY22 emission	Nil
At 94% of FY22 emission	30%
Less than 94% down to 83% of FY22 emissions	Pro rata linear between 30% and 50%
Less than 83% and down to 66%	Pro rata linear between 50% and 100%
Less than 66%	100%

**Tranche 4** - 20% of the performance rights vest if the Company achieves the following return on invested capital (ROIC) for the FY26 financial year:

FY26 target for ROIC	Percentage of Tranche 4 performance rights that will vest
Less than 6.0%	Nil
At 6.0%	35%
Greater than 6.0% and up to and including 6.3%	Pro rata linear between 35% to 50%
Greater than 6.3% and up to and including 6.7%	Pro rata linear between 50% to 70%
Greater than 6.7% and up to and including 7.1%	Pro rata linear between 70% to 100%
Greater than 7.1%	100%

At the end of the performance period as outlined above, Relative TSR, EPS CAGR, CH<sub>4</sub> emissions and ROIC outcomes will be measured to determine the proposed vesting percentages, which will then be considered and determined by Board resolution.

The ROIC and EPS CAGR performance measures in the LTI Plan align with the greater than \$450 million in FY26 mid term EBIT ambition announced by the Company as part of its FY23 results.

The equivalent approximate FY26 EBIT outcomes that fall within the lower and upper bounds of the vesting range is \$425 million to \$500 million.

## Retesting

No retesting is available.

Performance rights lapse if the performance measures are not met at the end of the performance period.

**The Board (with Mark Schubert abstaining) recommends that shareholders vote in favour of this resolution. None of the Directors (other than Mark Schubert) have a financial interest in the outcome of this resolution.**

## (b) Granting of deferred equity rights under the Deferred Equity Plan (2023 DEP Offer).

Shareholder approval is sought for the purposes of ASX Listing Rule 10.14, as Mark Schubert falls under Listing Rule 10.14.1 as a director of the Company, and for all purposes, to authorise the grant of deferred equity rights to Mark Schubert, CEO and Managing Director, under the Cleanaway Waste Management Limited Deferred Equity Plan.

The issue of deferred equity rights to Mark Schubert as further detailed in this Notice of Meeting and Explanatory Statement forms part of the reasonable remuneration of Mark Schubert by the Company.

Specific information that must be provided to shareholders in accordance with ASX Listing Rule 10.15 is set out below:

# EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

## Grant of deferred equity rights under the 2023 DEP

<b>Plan / scheme</b>	Cleanaway Waste Management Limited Deferred Equity Plan.
<b>Issue of Rights under the Plan since the last Shareholder approval</b>	Not applicable
<b>Numbers of Rights Granted Subject to Shareholder Approval</b>	67,713 The Company requires 20% of Mark Schubert's actual STI for the FY23 year to be deferred equity rights. The FY23 STI awarded to Mark Schubert is outlined in the FY23 Remuneration Report. The proposed STI deferred grant to Mark Schubert has a maximum face value of \$171,213. The number of rights to be granted has been calculated by dividing the face value of the STI deferred component \$171,213 by \$2.5285, being the 5-day VWAP of Cleanaway shares for the five day trading period ended 30 June 2023.
<b>Deferral Period and Performance Measures</b>	Deferred rights granted are subject to a 12 month deferral period. There are no performance measures attached to the vesting of the deferred equity rights.

**The Board (with Mark Schubert abstaining) recommends that shareholders vote in favour of this resolution. None of the Directors (other than Mark Schubert) have a financial interest in the outcome of this resolution.**

## INFORMATION RELEVANT TO BOTH ITEMS 4(a) and (b): GRANTING OF PERFORMANCE RIGHTS AND DEFERRED EQUITY RIGHTS TO MARK SCHUBERT

### Summary of general terms under the LTIP and DEP

General information that relates to both plans and must be provided to shareholders in accordance with ASX Listing Rule 10.15 is set out below:

<b>Type of Securities</b>	LTI Performance Rights and DEP Rights are rights to acquire fully paid ordinary shares in the Company. Shares will be allocated following vesting.  Cleanaway uses performance rights because they create alignment between executives and shareholders but do not provide executives with the full benefits of share ownership unless and until they vest.
<b>Date Rights will be Granted</b>	The rights will be granted by no later than one month after receiving shareholder approval.
<b>Amount payable for the Rights</b>	No monetary consideration will be sought in relation to the rights granted. The LTIP and DEP do not involve making loans to any participant. Accordingly, no loans are to be made to the CEO & MD in relation to the grant of Rights under the LTIP or DEP.
<b>Exercise Price of the Rights</b>	Nil
<b>Term of the Rights</b>	LTI Rights and DEP Rights are automatically exercised upon vesting and one Share will be allocated for each Right that vests.
<b>Dealing Restrictions after Vesting</b>	None (subject to the Company's Share Trading Policy and applicable insider trading laws).
<b>Termination of Employment</b>	All LTI Performance Rights on foot will lapse on cessation of employment in Bad Leaver circumstances, which include termination for cause and resignation to join a competitor.  In other case, subject to the discretion of the Board to determine another treatment, in general LTI rights will remain on foot to be tested at the end of the performance period.  DEP Rights will generally be left on foot until the end of the applicable deferral period when employment ceases, subject to the Board exercising their right to cancel the Rights in the event of a Malus or Clawback event.
<b>Change of control</b>	In the event of a change of control of the Company, the Board may in its absolute discretion resolve that any unexercised performance rights (whether vested or not) will be exercisable to participate in the change of control event.
<b>Bonus Issues and Capital Reconstructions</b>	In the event of a pro rata bonus issue of Company shares or any reorganisation of the issued capital of the Company, the number of performance rights will be adjusted as determined by the Board to ensure that no advantage or disadvantage accrues to holders of performance rights from such actions.

## EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

<b>Remuneration Package</b>	The CEO and MD’s current remuneration package is as follows:	
	Total fixed remuneration	\$1,596,500
	STI (at target)	\$1,596,500
	LTI	\$1,915,800
	Total remuneration	\$5,108,800
	Full details of the CEO and MD’s remuneration can be found in the Remuneration Report.	
<b>Total number of securities previously issued to Mark Schubert under the LTIP and DEP schemes and average acquisition price</b>	Following approval by Shareholders at the 2021 Annual General Meeting, 631,983 rights were issued under the FY22 LTIP to Mark Schubert for nil consideration. In addition, 532,319 deferred sign on rights were issued to Mr Schubert. Mr Schubert was not eligible for participation in the FY21 DEP.	
	Following approval by Shareholders at the 2022 Annual General Meeting, 727,700 rights were issued under the FY23 LTIP and 75,970 rights were issued under the FY22 DEP to Mark Schubert, both for nil consideration.	

If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise the MD and CEO consistent with the Company’s remuneration principles.

Details of any Plan securities issued under the FY24 LTIP Offer or 2023 DEP Offer will be published in the FY24 Annual Report along with a statement that approval for this issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in this notice of meeting will not participate until approval is obtained under that rule.

# EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

## ITEM 5: SPILL RESOLUTION (CONTINGENT ITEM)

This item is a conditional item of business and will only be put to the AGM if at least 25% of the votes cast on Item 2 to adopt the 2023 Remuneration Report are cast against its adoption. If fewer than 25% of the votes cast are cast against its adoption, then there will be no 'second strike' and this item will not be put to the AGM. If this item is put to the AGM, it will be considered as an ordinary resolution.

If this item is put to the AGM and is passed, an extraordinary general meeting of shareholders, known as a "Spill Meeting", must be held within 90 days of the AGM. If the following Non-Executive Directors remain in office at the time of the Spill Meeting, they will cease to hold office at the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting:

- Mr Philippe Etienne;
- Ms Samantha Hogg;
- Ms Ingrid Player;
- Mr Terry Sinclair;
- Ms Jackie McArthur;
- Mr Clive Stiff; and
- Mr Michael Kelly

Even if Mr Etienne, Ms Hogg, Mr Sinclair and Mr Stiff are re-elected at the AGM, they will need to be re-elected at the Spill Meeting to remain in office.

The Board considers the following factors to be relevant to a shareholder's decision on how to vote on this Item 5:

- the Board has taken the 'first strike' against the Remuneration Report very seriously, including through active engagement with shareholders and proxy advisers and sought to address the concerns that were raised. The Board believes that it has responded appropriately;
- the current Board has the skills and experience to provide effective oversight to your Company and to represent shareholders;
- Holding the Spill Meeting would create significant disruption and uncertainty for your Company. Furthermore, if the Spill Meeting occurred and the Non-Executive Directors were not returned to office, it could take considerable time to rebuild a Board with the same skills and experience as the current group of Non-Executive Directors. Further changes to the Board and uncertainty in the renewal of Non-Executive Directors resulting from the Spill Meeting is not in the best interests of the Company or its shareholders;
- other than Mr Stiff, who is standing for election for the first time, each of the Non-Executive Directors listed above has previously been elected as a director with the strong support of shareholders. The Board is going through a period of renewal with the appointments during FY23 of Ms McArthur and Mr Stiff; and
- convening a Spill Meeting will incur significant cost to the Company, which the Board does not consider would be in the best interests of the Company or its shareholders.

**If it is required to be put to the meeting, the Board recommends that shareholders vote against this resolution.**

FOR ENQUIRIES REGARDING THIS NOTICE OF MEETING, CONTACT:

**Cleanaway**  
Level 4, 441 St Kilda Road  
Melbourne VIC 3004  
Tel: +61 3 8397 5100  
Email: [companysecretary@cleanaway.com.au](mailto:companysecretary@cleanaway.com.au)

**Share Registry**  
Computershare  
Investor Services Pty Limited  
Yarra Falls, 452 Johnston Street,  
Abbotsford, VIC, 3067  
Tel: 1300 850 505 (within Australia)  
Tel: +61 3 9415 4000 (outside Australia)



CWY

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Brisbane time) on Wednesday, 18 October 2023.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Cleanaway Waste Management Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Cleanaway Waste Management Limited to be held at the Long Room, Customs House, 399 Queen Street, Brisbane, QLD 4000 and as a virtual meeting on Friday, 20 October 2023 at 11:00am (Brisbane time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 4 (a), 4 (b) and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4 (a), 4 (b) and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 5 where the Chairman of the Meeting intends to vote against.**

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 4 (a), 4 (b) and 5 by marking the appropriate box in step 2.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 (a) Re-elect Philippe Etienne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 (b) Re-elect Samantha Hogg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 (c) Re-elect Terry Sinclair as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 (d) Elect Clive Stiff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 (a) Grant performance rights to Mark Schubert under the LTIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 (b) Grant deferred equity rights to Mark Schubert under the DEP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Spill Resolution (Contingent Item)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 5 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CWY

3 0 2 7 3 1 A



Computershare

