Human Resources Committee Charter

Policy Owner: Company Secretary
Reviewed and Approved: 19 August 20266

1. Objective

The function of the Human Resources Committee (**Committee**) is to assist the Board of Cleanaway Waste Management Limited (**Cleanaway** or **Group**) in its oversight of the Group's:

- remuneration and incentives strategy and arrangements;
- recruitment, retention and succession plans for the Board and the Executive Team;
- corporate culture and engagement; and
- diversity and inclusion plan.

2. Constitution

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

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

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

3. Membership

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

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

4. Chairperson

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

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

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

5. Meetings

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

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

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

6. Written consent

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

7. Attendance

The Chief Executive Officer and Managing Director (‘CEO’), Chief Financial Officer (‘CFO’), the General Counsel and Company Secretary, and Chief People Officer will be invited to attend meetings, as required. Other Cleanaway executives and external advisers, as the Chairperson thinks fit, may be invited to attend meetings.

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

8. Minutes

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

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

9. Access to information and independent advice

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

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

In accordance with Part 2D.8 of the Corporations Act 2001, any engagement of a remuneration consultant to provide a remuneration recommendation in respect of key management personnel (KMP) must be approved and received by the Committee. The remuneration recommendation must be accompanied by a declaration from the remuneration consultant that it was free from undue influence of KMP.

10. Responsibilities and functions

Remuneration and other Human Resource related matters

The Committee is responsible for reviewing and making recommendations to the Board on:

- the remuneration and incentive arrangements for the CEO, including the payment of annual incentives;
- remuneration, and incentive strategy and arrangements for the Executive Team (being the CEO and their executive direct reports), including any changes to their design and hurdles;
- all proposed offers to participate in, and all grants made pursuant to, the Group's equity plans and the overall functioning of the equity plans;
- the remuneration of Non-Executive Directors, including any resolution to be put to shareholders at the AGM to adjust the annual aggregate amount of fees payable to Non-Executive Directors;
- diversity and inclusion policy, strategy, targets and external reporting for the Group, including monitoring progress;
- the adoption of the Remuneration Report to be published in the Group's Annual Report; and
- the Code of Conduct, including reviewing of material breaches of the Code.

The Committee is also responsible for :

- reviewing recruitment, retention and termination policies and procedures for the Executive Team members;
- reviewing whether there is any gender or other inappropriate bias in the Group's remuneration practices;
- reviewing and overseeing the policies, systems and framework of the Group, and to ensure the Group takes reasonable and proportionate measures, for the elimination of, prevention of and response to, and effective management of the risks relating to, unlawful discrimination, bullying, hostile workplace environments, victimization, sex-based discrimination, and sexual misconduct and harassment in the workplace;
- assisting the Board with setting the Group's values, ethical standards, inclusive and respectful behaviour, and instilling the desired culture;

- reviewing and monitoring the Group's industrial relations strategy, engagement with employee representative groups and compliance with industrial relations reforms;
- monitoring employee engagement, including reviewing any employee survey results and overseeing actions to address key findings;
- overseeing general employment policies for the Group;
- reviewing succession plans for individuals in order to maintain an appropriate balance of skills, experience and expertise on the Executive Team;
- in conjunction with the Board Chairperson, develop and implement Board and CEO succession plans and
- seeking assurance from management that statutory reporting and disclosure requirements concerning remuneration, key management personnel and human resource related matters are being met.

11. Review and distribution

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

This Human Resources Committee Charter will be available for viewing by any person on the Company's website.

The Board reviewed and approved this Charter on 19 August 2026.