

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Cleanaway Waste Management Limited (**Cleanaway**)

ABN

74 101 155 220

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Performance Rights (unquoted securities). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 2,485,761 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>Performance Rights issued pursuant to the Company's:</p> <ol style="list-style-type: none"> <u>FY2019 Deferred Equity Plan (FY2019 DEP)</u> <p>Each vested Performance Right carries an entitlement to one fully paid Ordinary Share if exercised. Vesting of Performance Rights is subject to continued employment up to 30 June 2020.</p> |

+ See chapter 19 for defined terms.

No amount is payable on the exercise of the Performance Rights.

2. FY2020 Long Term Incentive Plan (FY2020 LTIP)

Each vested Performance Right carries an entitlement to one fully paid Ordinary Share if exercised.

Vesting of Performance Rights is subject to continued employment and achievement of certain performance hurdles which are summarised below.

The Performance Rights are divided into two tranches.

- 50% of the Performance Rights will vest if the Company achieves certain Relative Total Shareholder Return (TSR) targets over a 3 year performance period ending 30 June 2022; and
- 50% of the Performance Rights will vest if the Company achieves certain underlying earnings per share (EPS) compound annual growth rate (CAGR) targets over 3 year performance period ending 30 June 2022. The vesting of performance rights under this tranche is subject to achieving a minimum level of NPAT ROIC gateway condition.

At the end of the performance periods outlined above, Relative TSR and EPS CAGR will be measured to determine the proposed vesting percentage. Performance Rights that do not vest will lapse.

No amount is payable on the exercise of the Performance Rights.

Further information regarding the performance measures for the FY2020 LTIP are set out in the Company's 2019 Notice of Annual General Meeting.

4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

Not applicable as the performance rights are unquoted securities

<p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
5 Issue price or consideration	Nil
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Performance Rights issued pursuant to the Company's FY2019 DEP and FY2020 LTIP
6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	N/A
6b The date the security holder resolution under rule 7.1A was passed	N/A
6c Number of +securities issued without security holder approval under rule 7.1	N/A
6d Number of +securities issued with security holder approval under rule 7.1A	N/A
6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A

+ See chapter 19 for defined terms.

6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	30 October 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		2,051,417,930 (no change since the last Appendix 3B lodged on 3 October 2019)	Fully paid ordinary shares.

Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
3,128,655 under the FY2018 Long-Term Incentive Plan (LTIP) – no change	Performance rights
3,126,207 under the FY2019 LTIP – no change	Performance rights
1,638,937 under the Toxfree Integration Incentive Plan – no change	Performance rights
220,975 under the FY2019 Deferred Equity Plan – new	Performance rights
2,264,786 under the FY2020 LTIP – new	Performance rights

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

No change.

Part 2 - Pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the ⁺securities will be offered

14 ⁺Class of ⁺securities to which the offer relates

15 ⁺Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

+ See chapter 19 for defined terms.

- 18 Names of countries in which the entity has security holders who will not be sent new offer documents
 Note: Security holders must be told how their entitlements are to be dealt with.
 Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)

+ See chapter 19 for defined terms.

- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of +securities
(tick one)
- (a) +Securities described in Part 1
- (b) All other +securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over

+ See chapter 19 for defined terms.

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
Company Secretary

Date: 1 November 2019

Print name: Dan Last

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Cleanaway Waste Management Limited is not an eligible entity under Listing Rule 7.1A and as such has not completed the Annexure.