

REPUBLIC SERVICES, INC.
(“Company” or “Republic”)

**MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE
OF THE
BOARD OF DIRECTORS**

RESTATED CHARTER

(Amended as of October 23, 2018)

The Management Development and Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") to assist the Board in (i) determining Republic Services, Inc.'s (the "Company") compensation philosophy and programs, (ii) reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the "CEO") and the other executive officers of the Company, including payment of salaries, bonuses and incentive compensation, (iii) evaluating the performance of the CEO in light of those goals and objectives, and determining and approving the CEO's compensation level based on this evaluation, (iv) making recommendations to the Board with respect to the compensation plans, incentive compensation plans and equity-based plans of executive officers, and administering the Company's stock option and other employee benefits plans, (v) reviewing and providing oversight of management training and development, and (vi) producing a compensation committee report on executive compensation as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

The Committee shall consist of at least three members, one of which shall serve as chairman or chair. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange, the SEC and Section 162(m) of the Internal Revenue Code of 1986, as such requirements may be amended from time to time. The members and the chair of the Committee shall be appointed by the Board annually, after receiving nominations by the Company's Nominating and Corporate Governance Committee. The Board has the power at any time to change the membership of the Committee, to remove members from the Committee and to fill vacancies, subject to such new member(s) satisfying the requirements described in this Charter. Should any member of the Committee cease to be an independent director, such member shall immediately resign his or her membership on the Committee.

In determining the independence of directors for purposes of service on the Committee, the Nominating and Corporate Governance Committee and the Board of Directors shall consider all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to:

- Whether the director receives compensation from any person or entity that would impair his or her ability to make independent judgments about the Company's executive compensation; and
- Whether any affiliate relationship a director has with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company places him or her under the direct or indirect control of the Company or its senior management, or creates a direct relationship between the director and members of the Company's senior management, in each case of a nature that would impair his or her ability to make independent judgments about the Company's executive compensation.

The Committee shall meet at least once each year. Additional meetings may be called by the chair of the Committee as needed. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes are recorded by the Secretary to the Committee. Approval of any matter by a majority of the members present at a meeting at which a quorum is present shall constitute approval of that matter by the Committee. The Committee may also act by unanimous written consent without a meeting. The Committee may form and delegate authority to sub-committees when appropriate, provided that any such sub-committee must be composed entirely of independent directors and have a published committee charter.

In discharging its duties, the Committee shall have the discretion to retain (or terminate) and obtain the advice of any compensation consultant, independent legal counsel or other adviser, and to approve the fees and other retention terms for such adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser. Except as noted below, the Committee may select a compensation consultant, independent legal compensation counsel or other compensation adviser (each, a "compensation adviser") only after taking into consideration all factors relevant to such compensation adviser's independence from management, including:

- The provision of other services to the Company by the person that employs the compensation adviser;
- The amount of fees received from the Company by the person that employs the compensation adviser, as a percentage of the total revenue of the person that employs the compensation adviser.
- The policies and procedures of the person that employs the compensation adviser that are designed to prevent conflicts of interest.
- Any business or personal relationship of the compensation adviser with a member of the Committee.
- Any stock of the Company owned by the compensation adviser; and
- Any business or personal relationship of the compensation adviser (or the person employing the compensation adviser) with an executive officer of the Company.

The assessment described above need not be considered with respect to (1) in-house legal counsel or (2) any compensation adviser whose role is limited to either (a) consulting on any broad-based plan that does not discriminate (in scope, terms or operation) in favor of executive officers or directors of the Company and is available generally to all salaried employees or (b)

providing information that either is not customized for a particular company or is customized based on parameters that are not developed by the compensation adviser, and about which such compensation adviser does not provide advice. Nothing in this Charter requires the Committee to implement or act consistently with the advice or recommendations of any adviser or affects the ability or obligation of the Committee to exercise its own judgment in fulfilling its duties. Nothing herein requires any compensation adviser to be independent, only that the Committee consider the independence factors described above before selecting or receiving advice from any compensation adviser. The Committee may select or receive advice from any compensation adviser it prefers, including without limitation ones that are not independent, after considering the independence factors described above. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall make regular reports to the Board. Nothing in this Charter should be construed as precluding discussion of CEO compensation with the Board generally, as it is not the intent of this Charter to impair communication among members of the Board.

The Committee shall have and may exercise the powers of the Board in matters related to the following duties and responsibilities:

1. In consultation with the Company's CEO, establish a compensation philosophy which, and create and administer programs designed to: (a) fairly reward the Company's executive and other officers for performance benefiting the Company's shareholders, and (b) effectively attracts and retains the executive talent necessary to successfully lead and manage the Company.
2. Review competitive practices and trends, both inside and outside the Company's industry, to determine the adequacy of the Company's executive compensation programs and to ensure they are competitive with the market.
3. Evaluate the performance of the Company's CEO and set the Company's CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in the past years, and any other factors the Committee deems appropriate.
4. Administer, interpret and implement the Company's executive compensation programs in a manner consistent with the Company's corporate financial goals and compensation philosophy including, without limitation, the following activities:

- A. Review, consider, and approve participation and eligibility in the various components of the Company's executive compensation programs.
 - B. Review and approve compensation levels for the Company's officers who have been designated as "executive officers" for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended.
 - C. Review compensation levels for the Company's other officers.
 - D. Review and approve employment contracts and other agreements for the Company's executive and other officers.
 - E. Periodically review executive supplementary benefits and, as appropriate, the organization's retirement, benefit, and special compensation programs involving significant cost.
 - F. Establish annual and long-term performance criteria and goals at the beginning of each performance period, and certify results achieved at the end of each period, for the executive officers of the Company.
- 5. In consultation with the Company's CEO, establish a general compensation approach and philosophy applicable to the Company's overall employee population.
 - 6. Subject to items that require approval of the Company's Board and/or shareholders, approve and administer the compensation plans, incentive compensation plans and equity-based plans of executive officers, and administering the Company's stock option and other employee benefits plans.
 - 7. Review and discuss with management the Company's disclosures under "Compensation Discussion and Analysis" (the "CD&A") as required by the SEC pursuant to Item 402(b) of Regulation S-K under the Securities and Exchange Act of 1934, and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement.
 - 8. Prepare an annual report to be furnished in the proxy statement stating whether the Committee has reviewed and discussed the CD&A with management and recommended that the CD&A be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement.
 - 9. Engage with shareholder base, proxy advisory firms and other shareholder groups on executive compensation matters to ensure that the Company's executive pay

and incentives are aligned with the interests of the Company's shareholders in creating long-term value.

10. Periodically review the Company's talent acquisition and management development processes and programs specifically related to the operating line management and other functional leadership positions to support the Company in maintaining a strong and diverse portfolio of talent assets to enable the Company's business strategy. Review may include:
 - talent acquisition and career development programs;
 - talent assessments for key management roles and succession planning;
 - performance management programs;
 - leadership development;
 - management training programs; and
 - mentoring and coaching activities.

The Committee's chair also collaborates with Nominating and Corporate Governance Committee chair to ensure continuity of leadership through effective succession planning for the Company.

11. Conduct an annual performance evaluation of the Committee.
12. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.