

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

**SUSTAINABILITY AND CORPORATE RESPONSIBILITY COMMITTEE
OF THE
BOARD OF DIRECTORS**

CHARTER

(Effective October 23, 2018)

The Sustainability and Corporate Responsibility Committee (the "Committee") is appointed by the Board of Directors (the “Board”) to assist the Board in fulfilling its oversight responsibility and to act in an advisory capacity to the Company’s management with respect to significant issues, strategies, goals, objectives, policies and practices that pertain to (i) Republic’s sustainability performance; (ii) Republic’s corporate responsibilities that are of significance to the Company and its role as a socially responsible organization; and (iii) enterprise and other risk, including cyber security, climate change, safety, environmental and reputational risks and opportunities, facing the Company and the practices by which these risks are managed and mitigated. The Committee also shall perform such other duties and responsibilities as may be delegated to it from time to time by the Board.

The Committee shall consist of at least three members, one of which shall serve as chairman or chair. 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 Committee shall be composed entirely of independent directors, as such term is defined by the New York Stock Exchange requirements and other applicable law or regulation. Should any member of the Committee cease to be an independent director, such member shall immediately resign his or her membership on the 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.

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 subcommittees when appropriate.

The Committee may invite members of management or other persons to each meeting, or a part thereof, or may meet in executive session without others present, as the Committee may determine in its discretion. The Committee shall have the authority to obtain advice and seek assistance in carrying out its purposes from the Company’s or independent legal counsel and other advisors as it determines is necessary or appropriate to carry out its purposes under this Charter.

The Committee shall make regular reports to the Board on the Committee's activities.

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

1. Review, evaluate and provide guidance to management with respect to significant issues, strategies, goals, objectives, policies and practices related to sustainability and corporate responsibility initiatives having significant financial or reputational impact.
2. Review the Company's sustainability performance and progress towards sustainability strategic goals and objectives.
3. Review management's enterprise and other risk assessment and the practices by which these risks are managed and mitigated.
4. Review presentations by management and others on subjects under the umbrella of sustainability and corporate responsibility to include, but not limited to, safety, diversity and inclusion (MOSAIC), political contribution activity, cyber security, community engagement, sustainability, enterprise risk, climate change, environmental management, crisis management (disaster recovery/business continuity), general security (facility and asset protection, executive), and employee wellness.
5. Review the Company's annual sustainability report prior to its issuance.
6. Review and make recommendations to the Board on shareholder proposals for inclusion in the Company's proxy materials that relate to business conduct matters, environmental and safety matters, or other matters relating to social, political and public policy issues.
7. Report regularly to the Board on the Committee's activities and inform the Board promptly of any issues or concerns.
8. Conduct an annual performance evaluation of the Committee.
9. At the beginning of each fiscal year, establish an agenda for the Committee for that year in accordance with the Charter.
10. Review and reassess annually the powers and duties of the Committee and the adequacy of this Charter and recommend any proposed changes to the Board for approval.
11. Undertake any other matter specifically delegated to the Committee from time to time by the Board and perform any other activities consistent with this Charter, the Company's Bylaws and in accordance with any applicable law and regulations as the Committee or the Board deems appropriate.