

**REPUBLIC SERVICES, INC.**  
**SUSTAINABILITY & CORPORATE RESPONSIBILITY COMMITTEE**  
**OF THE**  
**BOARD OF DIRECTORS**  
**CHARTER**

**(Amended and Restated as of July 25, 2023)**

**Purpose**

The Sustainability & Corporate Responsibility Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Republic Services, Inc., a Delaware corporation (the “Company” or “Republic”) 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 (1) Republic’s sustainability performance including sustainability innovation; (2) Republic’s corporate responsibilities that are of significance to the Company and its role as a socially responsible organization; and (3) risks and opportunities of the Company, including 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.

**Membership**

The Committee shall consist of at least three members, one of whom shall serve as Chair. The members and the Chair of the Committee shall be appointed by the Board annually, after receiving nominations by the Company’s Nominating & 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.

**Duties and Responsibilities**

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, including periodically reviewing the Company’s programs for the handling, transportation, treatment, storage and disposal of hazardous and non-hazardous waste, the Company’s

safety programs and trainings and the Company's performance on relevant and appropriate metrics.

2. Review the Company's sustainability performance and progress towards sustainability strategic goals and objectives, including periodically reviewing the Company's performance on relevant and appropriate sustainability, corporate responsibility and governance scorecards and rankings and the Company's climate change initiatives.
3. Review presentations by management and others on subjects under the umbrella of sustainability and corporate responsibility to include, but not limited to, safety, community engagement, sustainability performance, sustainability innovation, climate change, security, environmental management (including but not limited to, greenhouse gas emissions, climate risks, air emissions).
4. Review the Company's charitable giving policies and programs and receive reports from management on charitable contributions made by the Company.
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. Engage with the Company's shareholder base, proxy advisory firms and other shareholder groups on sustainability, business conduct, environmental and safety matters, or other matters relating to social, political and public policy issues. Review the results of shareholder outreach efforts with management and consider whether to make or recommend adjustments to the Company's policies and practices as a result of such feedback.
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.

## **Outside Advisors**

The Committee shall have the authority to engage independent legal counsel or other advisors to assist the Committee as the Committee may, in its discretion, determine to be necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of compensation to such counsel or other advisors and for the Committee's ordinary administrative expenses that are necessary or appropriate in carrying out its duties.

## **Administrative**

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 request any officer or employee of the Company or the Company's outside counsel or independent auditor 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 on the Committee's activities.