

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2025**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 1-14267**

**REPUBLIC SERVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
  
**18500 North Allied Way**  
**Phoenix, Arizona**  
(Address of principal executive offices)

**65-0716904**  
(I.R.S. Employer  
Identification No.)

**85054**  
(Zip Code)

**Registrant's telephone number, including area code: (480) 627-2700**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	RSG	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Smaller reporting company   
Non-accelerated filer  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of October 23, 2025, the registrant had outstanding 309,563,599 shares of Common Stock, par value \$0.01 per share (excluding treasury shares of 4,017,787).

**REPUBLIC SERVICES, INC.**

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**PART I - FINANCIAL INFORMATION**
**ITEM 1. FINANCIAL STATEMENTS.**

**REPUBLIC SERVICES, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in millions, except per share data)

	September 30, 2025	December 31, 2024
	(Unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 84	\$ 74
Accounts receivable, less allowance for doubtful accounts and other of \$70 and \$74, respectively	1,900	1,821
Prepaid expenses and other current assets	500	511
Total current assets	2,484	2,406
Restricted cash and marketable securities	225	208
Property and equipment, net	12,192	11,877
Goodwill	16,699	15,982
Other intangible assets, net	599	546
Other assets	1,590	1,383
Total assets	\$ 33,789	\$ 32,402
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 1,247	\$ 1,345
Notes payable and current maturities of long-term debt	921	862
Deferred revenue	504	485
Accrued landfill and environmental costs, current portion	145	159
Accrued interest	125	101
Other accrued liabilities	1,321	1,176
Total current liabilities	4,263	4,128
Long-term debt, net of current maturities	12,353	11,851
Accrued landfill and environmental costs, net of current portion	2,558	2,432
Deferred income taxes and other long-term tax liabilities, net	1,738	1,594
Insurance reserves, net of current portion	442	402
Other long-term liabilities	563	588
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value \$0.01 per share; 50 shares authorized; none issued	—	—
Common stock, par value \$0.01 per share; 750 shares authorized; 313 and 313 issued including shares held in treasury, respectively	3	3
Additional paid-in capital	1,816	1,767
Retained earnings	10,810	9,774
Treasury stock, at cost; 3 and 1 shares, respectively	(727)	(113)
Accumulated other comprehensive loss, net of tax	(31)	(26)
Total Republic Services, Inc. stockholders' equity	11,871	11,405
Non-controlling interests in consolidated subsidiary	1	2
Total stockholders' equity	11,872	11,407
Total liabilities and stockholders' equity	\$ 33,789	\$ 32,402

The accompanying notes are an integral part of these statements.

**REPUBLIC SERVICES, INC.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF INCOME**  
(in millions, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	\$ 4,212	\$ 4,076	\$ 12,456	\$ 11,986
Expenses:				
Cost of operations	2,463	2,367	7,226	7,033
Depreciation, depletion and amortization	459	422	1,356	1,234
Accretion	29	26	85	80
Selling, general and administrative	422	406	1,274	1,227
Loss (gain) on business divestitures and impairments, net	—	1	—	(1)
Restructuring charges	3	8	13	20
Operating income	836	846	2,502	2,393
Interest expense	(143)	(138)	(428)	(406)
Loss on extinguishment of debt	—	(2)	—	(2)
Loss from unconsolidated equity method investments	(57)	(73)	(72)	(116)
Interest income	2	4	6	7
Other income, net	7	10	22	23
Income before income taxes	645	647	2,030	1,899
Provision for income taxes	95	81	435	368
Net income	550	566	1,595	1,531
Net income attributable to non-controlling interests in consolidated subsidiary	—	—	—	—
Net income attributable to Republic Services, Inc.	\$ 550	\$ 566	\$ 1,595	\$ 1,531
Basic earnings per share attributable to Republic Services, Inc. stockholders:				
Basic earnings per share	\$ 1.76	\$ 1.80	\$ 5.10	\$ 4.86
Weighted average common shares outstanding	311.7	314.0	312.6	314.7
Diluted earnings per share attributable to Republic Services, Inc. stockholders:				
Diluted earnings per share	\$ 1.76	\$ 1.80	\$ 5.10	\$ 4.86
Weighted average common and common equivalent shares outstanding	312.0	314.4	312.9	315.1
Cash dividends per common share	\$ 0.625	\$ 0.580	\$ 1.785	\$ 1.650

The accompanying notes are an integral part of these statements.

**REPUBLIC SERVICES, INC.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(in millions)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net income	\$ 550	\$ 566	\$ 1,595	\$ 1,531
Other comprehensive loss, net of tax	(3)	(10)	(5)	(7)
Comprehensive income	547	556	1,590	1,524
Comprehensive income attributable to non-controlling interests	—	—	—	—
Comprehensive income attributable to Republic Services, Inc.	\$ 547	\$ 556	\$ 1,590	\$ 1,524

The accompanying notes are an integral part of these statements.

**REPUBLIC SERVICES, INC.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**(in millions)**

Republic Services, Inc. Stockholders' Equity

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Loss, Net of Tax	Non-controlling Interests In Consolidated Subsidiary	Total
	Shares	Amount			Shares	Amount			
Balance as of December 31, 2024	313	\$ 3	\$ 1,767	\$ 9,774	(1)	\$ (113)	\$ (26)	\$ 2	\$ 11,407
Net income	—	—	—	495	—	—	—	—	495
Other comprehensive loss	—	—	—	—	—	—	(5)	—	(5)
Cash dividends declared	—	—	—	(181)	—	—	—	—	(181)
Issuances of common stock	—	—	3	—	—	(22)	—	—	(19)
Stock-based compensation	—	—	14	(1)	—	—	—	—	13
Purchase of common stock for treasury	—	—	—	—	—	(45)	—	—	(45)
Balance as of March 31, 2025	313	3	1,784	10,087	(1)	(180)	(31)	2	11,665
Net income	—	—	—	550	—	—	—	—	550
Other comprehensive income	—	—	—	—	—	—	3	—	3
Cash dividends declared	—	—	—	(182)	—	—	—	—	(182)
Issuances of common stock	—	—	6	—	—	(1)	—	—	5
Stock-based compensation	—	—	11	—	—	—	—	—	11
Balance as of June 30, 2025	313	3	1,801	10,455	(1)	(181)	(28)	2	12,052
Net income	—	—	—	550	—	—	—	—	550
Other comprehensive loss	—	—	—	—	—	—	(3)	—	(3)
Cash dividends declared	—	—	—	(194)	—	—	—	—	(194)
Issuances of common stock	—	—	5	—	—	(1)	—	—	4
Stock-based compensation	—	—	10	(1)	—	—	—	—	9
Purchase of common stock for treasury	—	—	—	—	(2)	(545)	—	—	(545)
Distributions paid	—	—	—	—	—	—	—	(1)	(1)
Balance as of September 30, 2025	313	\$ 3	\$ 1,816	\$ 10,810	(3)	\$ (727)	\$ (31)	\$ 1	\$ 11,872

## Republic Services, Inc. Stockholders' Equity

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Loss, Net of Tax	Non-controlling Interests In Consolidated Subsidiary	Total
	Shares	Amount			Shares	Amount			
Balance as of December 31, 2023	321	\$ 3	\$ 2,901	\$ 8,434	(6)	\$ (784)	\$ (12)	\$ 1	\$ 10,543
Net income	—	—	—	454	—	—	—	—	454
Other comprehensive income	—	—	—	—	—	—	7	—	7
Cash dividends declared	—	—	—	(169)	—	—	—	—	(169)
Issuances of common stock	—	—	3	—	—	(28)	—	—	(25)
Stock-based compensation	—	—	12	(1)	—	—	—	—	11
Balance as of March 31, 2024	321	3	2,916	8,718	(6)	(812)	(5)	1	10,821
Net income	—	—	—	512	—	—	—	—	512
Other comprehensive loss	—	—	—	—	—	—	(4)	—	(4)
Cash dividends declared	—	—	—	(168)	—	—	—	—	(168)
Issuances of common stock	—	—	5	—	—	(1)	—	—	4
Stock-based compensation	—	—	11	(1)	—	—	—	—	10
Purchase of common stock for treasury	—	—	—	—	(1)	(169)	—	—	(169)
Balance as of June 30, 2024	321	3	2,932	9,061	(7)	(982)	(9)	1	11,006
Net income	—	—	—	566	—	—	—	—	566
Other comprehensive loss	—	—	—	—	—	—	(10)	—	(10)
Cash dividends declared	—	—	—	(182)	—	—	—	—	(182)
Issuances of common stock	—	—	4	—	—	—	—	—	4
Stock-based compensation	—	—	10	(1)	—	—	—	—	9
Purchase of common stock for treasury	—	—	—	—	(1)	(163)	—	—	(163)
Balance as of September 30, 2024	321	\$ 3	\$ 2,946	\$ 9,444	(8)	\$ (1,145)	\$ (19)	\$ 1	\$ 11,230

The accompanying notes are an integral part of these statements.

**REPUBLIC SERVICES, INC.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in millions)

	Nine Months Ended September 30	
	2025	2024
Cash provided by operating activities:		
Net income	\$ 1,595	\$ 1,531
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation, depletion, amortization and accretion	1,442	1,314
Non-cash interest expense	57	54
Stock-based compensation	33	31
Deferred tax provision	130	70
Provision for doubtful accounts, net of adjustments	27	20
Loss on extinguishment of debt	—	2
Loss on disposition of assets and asset impairments, net	—	6
Loss from unconsolidated equity method investments	72	116
Other non-cash items	(6)	(11)
Change in assets and liabilities, net of effects from business acquisitions and divestitures:		
Accounts receivable	(78)	(100)
Prepaid expenses and other assets	(93)	(59)
Accounts payable	23	(26)
Capping, closure and post-closure expenditures	(38)	(35)
Remediation expenditures	(31)	(45)
Other liabilities	182	22
Proceeds for retirement of certain hedging relationships	—	24
Cash provided by operating activities	3,315	2,914
Cash used in investing activities:		
Purchases of property and equipment	(1,310)	(1,357)
Proceeds from sales of property and equipment	10	9
Cash used in acquisitions and investments, net of cash and restricted cash acquired	(1,259)	(400)
Cash received from business divestitures	7	2
Purchases of restricted marketable securities	(15)	(18)
Sales of restricted marketable securities	13	16
Other	(17)	(1)
Cash used in investing activities	(2,571)	(1,749)
Cash used in financing activities:		
Proceeds from credit facilities and notes payable, net of fees	26,896	15,616
Proceeds from issuance of senior notes, net of discount and fees	1,183	889
Payments of credit facilities and notes payable	(27,639)	(16,835)
Issuances of common stock, net	(10)	(18)
Purchases of common stock for treasury	(599)	(321)
Cash dividends paid	(544)	(505)
Distributions paid to non-controlling interests in consolidated subsidiary	(1)	—
Contingent consideration payments	(9)	(14)
Cash used in financing activities	(723)	(1,188)
Effect of foreign exchange rate changes on cash	1	1
Increase (decrease) in cash, cash equivalents, restricted cash and restricted cash equivalents	22	(22)
Cash, cash equivalents, restricted cash and restricted cash equivalents at beginning of period	203	228
Cash, cash equivalents, restricted cash and restricted cash equivalents at end of period	\$ 225	\$ 206

The accompanying notes are an integral part of these statements.

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**1. BASIS OF PRESENTATION**

Republic Services, Inc., a Delaware corporation, and its consolidated subsidiaries (also referred to collectively as Republic, the Company, we, us, or our), is one of the largest providers of environmental services in the United States, as measured by revenue. Our senior management evaluates, oversees and manages the financial performance of our operations through three field groups, referred to as Group 1, Group 2 and Group 3. Group 1 is our recycling and waste business operating primarily in geographic areas located in the western United States. Group 2 is our recycling and waste business operating primarily in geographic areas located in the southeastern and mid-western United States, the eastern seaboard of the United States, and Canada. Group 3 is our environmental solutions business operating in geographic areas located across the United States and Canada. These groups represent our reportable segments, which each provide integrated environmental services, including but not limited to collection, transfer, recycling, and disposal.

The unaudited consolidated financial statements include the accounts of Republic Services, Inc. and its wholly owned and majority owned subsidiaries in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). We account for investments in entities in which we do not have a controlling financial interest under the equity method of accounting or, for investments that do not meet the criteria to be accounted for under the equity method, we reflect these investments at their fair value when it is readily determinable. If fair value is not readily determinable, we use an alternative measurement approach. All material intercompany accounts and transactions have been eliminated in consolidation.

We have prepared these unaudited consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information related to our organization, significant accounting policies and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. In the opinion of management, these financial statements include all adjustments that, unless otherwise disclosed, are of a normal recurring nature and necessary for a fair presentation of the financial position, results of operations and cash flows for the periods presented. Operating results for interim periods are not necessarily indicative of the results you can expect for a full year. You should read these financial statements in conjunction with our audited consolidated financial statements and notes thereto appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

For comparative purposes, certain prior year amounts have been reclassified to conform to the current year presentation and are not material to our consolidated financial statements. All dollar amounts in tabular presentations are in millions, except per share amounts and unless otherwise noted.

**Management's Estimates and Assumptions**

In preparing our financial statements, we make numerous estimates and assumptions that affect the amounts reported in these financial statements and accompanying notes. We must make these estimates and assumptions because certain information we use is dependent on future events, cannot be calculated with a high degree of precision from data available or simply cannot be readily calculated based on generally accepted methodologies. In preparing our financial statements, the more critical and subjective areas that deal with the greatest amount of uncertainty relate to our accounting for our long-lived assets, including recoverability, landfill development costs and final capping, closure and post-closure costs; our liabilities for potential litigation, claims and assessments; our liabilities for environmental remediation, deferred taxes, and uncertain tax positions; and our estimates of the fair values of assets acquired and liabilities assumed in certain acquisitions. For more detail on significant accounting policies, refer to Note 2, *Summary of Significant Accounting Policies*, of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024. Our actual results may differ significantly from our estimates.

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

**New Accounting Pronouncements*****Accounting Standards Updates Issued but not yet Adopted******Targeted Improvements to the Accounting for Internal-Use Software***

In September 2025, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update 2025-06, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): *Targeted Improvements to the Accounting for Internal-Use Software*. This guidance removes references to prescriptive and sequential development stages, requiring companies to capitalize internal-use software costs when management commits to funding the software project and it is probable the project will be completed. The amendments are effective for annual reporting periods beginning after December 15, 2027 and interim reporting periods within those annual reporting periods. Entities may apply the guidance using a prospective, retrospective or modified transition approach. We are currently assessing the effect this guidance may have on our consolidated financial statements.

***Measurement of Credit Losses for Accounts Receivable and Contract Assets***

In July 2025, the Financial Accounting Standards Board issued Accounting Standard Update 2025-05, Financial Instruments - Credit Losses (Topic 326): *Measurement of Credit Losses for Accounts Receivable and Contract Assets* (ASU 2025-05), which simplifies the application of the current expected credit loss model for current accounts receivable and current contract assets under Topic 606. In developing reasonable and supportable forecasts as part of estimating expected credit losses, the amendments in this update provide entities with a practical expedient that assumes that the current conditions as of the balance sheet date do not change for the remaining life of the asset. The update is effective for fiscal years beginning after December 15, 2025 and interim reporting periods within those annual reporting periods. We are currently assessing the effect this guidance may have on our consolidated financial statements.

***Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity***

In May 2025, the FASB issued Accounting Standard Update 2025-03, Business Combinations (Topic 805) and Consolidation (Topic 810): *Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity* (ASU 2025-03), revising guidance on identifying the accounting acquirer in business combinations involving variable interest entities (VIEs). In accordance with ASU 2025-03, when a reporting entity exchanges equity interests in a business combination, it must evaluate specific factors to determine the accounting acquirer, irrespective of the legal acquirer's classification as a VIE. This may lead to the conclusion that a VIE involves a reverse acquisition, treating the legal acquirer as the acquirer for accounting purposes. This update improves comparability with combinations including voting interest entities (VOEs) and will be effective for fiscal years starting after December 15, 2026.

***Disaggregation of Income Statement Expenses***

In November 2024, the FASB issued Accounting Standard Update No. 2024-03, Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): *Disaggregation of Income Statement Expenses* (ASU 2024-03). ASU 2024-03 requires an entity to disclose the amount of purchases of inventory, employee compensation, depreciation, and intangible asset amortization included in each relevant expense caption. It also requires an entity to include certain amounts that are already required to be disclosed under GAAP in the same disclosure. Additionally, it requires an entity to disclose a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively, and to disclose the total amount of selling expenses and, in annual reporting periods, an entity's definition of selling expenses. The amendments in ASU 2024-03 are effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027, with early adoption permitted. An entity may apply the amendments prospectively for reporting periods after the effective date or retrospectively to any or all prior periods presented in the financial statements. The Company is currently evaluating the impact of ASU 2024-03 on its future consolidated financial statements.

***Improvements to Income Tax Disclosures***

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): *Improvements to Income Tax Disclosures* (ASU 2023-09). ASU 2023-09 requires entities to provide additional information in the rate reconciliation and additional disclosures about income taxes paid. The amendments in this update are effective for fiscal years beginning after December 15, 2024. The Company will adopt ASU 2023-09 for its financial statements for the annual period ending December 31, 2025. We do not expect the adoption of this ASU to have a material impact on our consolidated financial statements and will disclose the required additional information starting in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

***Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative***

In October 2023, the FASB issued ASU 2023-06, Disclosure Improvements: *Codification Amendments in Response to the*

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

SEC's *Disclosure Update and Simplification Initiative*, to modify the disclosure or presentation requirements of a variety of topics, which will allow users to more easily compare entities subject to the SEC's existing disclosures with those entities that were not previously subject to the SEC's requirements, and to align the requirements in the FASB accounting standard codification with the SEC's regulations. The effective date for each topic's amendment is the date on which the SEC's removal of the topic's related disclosure from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited.

## 2. BUSINESS ACQUISITIONS, INVESTMENTS AND RESTRUCTURING CHARGES

### Acquisitions

We acquired various environmental services businesses during the nine months ended September 30, 2025 and 2024. The aggregate purchase price paid for these business acquisitions and the allocations of the aggregate purchase price follows:

	2025	2024
<b>Purchase price:</b>		
Cash used in acquisitions, net of cash acquired of \$7 and \$1, respectively	\$ 977	\$ 77
Holdbacks	18	—
Fair value, future minimum finance lease payments	1	—
<b>Total</b>	<b>\$ 996</b>	<b>\$ 77</b>
<b>Allocated as follows:</b>		
Accounts receivable	\$ 28	\$ 4
Prepaid expenses	2	—
Property and equipment	180	30
Operating right-of-use lease assets	15	—
Other assets	3	—
Accounts payable	(5)	—
Deferred revenue	(1)	(1)
Environmental remediation liabilities	(12)	—
Closure and post-closure liabilities	(1)	—
Operating right-of-use lease liabilities	(15)	—
Deferred income tax liabilities	(16)	(1)
Other liabilities	(3)	(1)
<b>Fair value of tangible assets acquired and liabilities assumed</b>	<b>175</b>	<b>31</b>
<b>Excess purchase price to be allocated</b>	<b>\$ 821</b>	<b>\$ 46</b>
<b>Excess purchase price allocated as follows:</b>		
Other intangible assets	\$ 119	\$ 14
Goodwill	702	32
<b>Total allocated</b>	<b>\$ 821</b>	<b>\$ 46</b>

Certain of the purchase price allocations are preliminary and based on information existing at the acquisition dates. The preliminary allocation of purchase price, including the value of certain tangible and intangible assets acquired as well as environmental liabilities assumed, is based on the best estimates of management and is subject to revision based on the final valuations. For the acquisitions that closed during the nine months ended September 30, 2025, we expect that a majority of the goodwill and intangible assets recognized as a result of these acquisitions will not be deductible for tax purposes.

These acquisitions are not material to the Company's results of operations, individually or in the aggregate. As a result, no pro forma financial information is provided.

In February 2025, we acquired all of the issued and outstanding shares of COP Shamrock Parent, Inc. (Shamrock). Shamrock is a leading provider of industrial waste and wastewater treatment services. Shamrock's operations are primarily located in the northeastern and southeastern United States and provide us with a platform to pursue additional growth in our environmental solutions line of business.

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

### Investments

We invest in non-controlling equity interests in certain limited liability companies that qualify for investment tax credits under Section 48 of the Internal Revenue Code. We account for these investments under the equity method of accounting utilizing the Hypothetical Liquidation at Book Value method. In exchange for our non-controlling interests, we made capital contributions of \$170 million and \$236 million, which were recorded to other assets in our unaudited consolidated balance sheets during the nine months ended September 30, 2025 and 2024, respectively. During the three and nine months ended September 30, 2025, the carrying value of these investments was decreased by \$50 million and \$55 million, respectively, as a result of our share of income and loss pursuant to the terms of the limited liability company agreements. During the three and nine months ended September 30, 2024, we decreased the carrying value of these investments by \$75 million and \$117 million, respectively, as a result of our share of income and loss pursuant to the terms of the limited liability company agreements. For further discussion of the income tax benefits, refer to Note 11, *Income Taxes*, in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2024.

In 2024, we acquired a non-controlling equity interest in a joint venture with a landfill gas-to-energy developer to construct renewable natural gas projects at certain of our landfill locations in Illinois. As of September 30, 2025 and December 31, 2024, our carrying value in the joint venture was \$39 million and \$35 million, respectively. During the nine months ended September 30, 2025 and 2024, we contributed \$5 million and \$34 million, respectively, into the joint venture. This investment is an unconsolidated VIE for which we do not have the power to direct the significant activities of the business, and it is accounted for under the equity method of accounting. Our risk of loss is materially consistent with our contributions to-date.

In 2022, we acquired a non-controlling equity interest in a joint venture with a landfill gas-to-energy developer to construct renewable natural gas projects at our landfills across the United States. Certain of these investments qualified for investment tax credits under Section 48 of the Internal Revenue Code. During the nine months ended September 30, 2025, we contributed approximately \$50 million into the joint venture. As of September 30, 2025 and December 31, 2024, our carrying value in the joint venture was approximately \$310 million and \$270 million, respectively. The investment is accounted for under the equity method of accounting.

In 2022, we acquired a non-controlling equity interest in Blue Polymers, LLC, a joint venture with Ravago, intended to help create vertical integration in the recycling market, and to further advance circularity by acquiring all olefins produced by the Company's Polymer Centers and produce custom blended pellets for food-grade and non-food-grade packaging. As of September 30, 2025 and December 31, 2024, our carrying value in the joint venture was \$88 million and \$55 million, respectively. During the nine months ended September 30, 2025 and 2024, we contributed \$40 million and \$28 million, respectively, into the joint venture. This investment is an unconsolidated VIE for which we do not have the power to direct the significant activities of the business, and it is accounted for under the equity method of accounting. Our risk of loss is materially consistent with our contributions to-date.

These investments were recorded as other assets in our unaudited consolidated balance sheet as of September 30, 2025.

### Restructuring Charges

During the three and nine months ended September 30, 2025, we incurred restructuring charges of \$3 million and \$13 million, respectively, and during the three and nine months ended September 30, 2024, we incurred restructuring charges of \$8 million and \$20 million, respectively. The 2025 charges primarily related to the design and implementation of a new accounts receivable system. The 2024 charges primarily related to the redesign of our asset management, and customer and order management software systems. During the nine months ended September 30, 2025 and 2024, we paid \$10 million and \$18 million, respectively, related to these restructuring efforts.

## 3. GOODWILL AND OTHER INTANGIBLE ASSETS, NET

### Goodwill

A summary of the activity and balances in goodwill accounts by reporting segment follows:

	Balance as of December 31, 2024	Acquisitions	Divestitures	Adjustments and Other	Balance as of September 30, 2025
Group 1	\$ 7,492	\$ 68	\$ —	\$ 11	\$ 7,571
Group 2	6,438	108	(1)	3	6,548
Group 3	2,052	526	(1)	3	2,580
Total	\$ 15,982	\$ 702	\$ (2)	\$ 17	\$ 16,699

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

**Other Intangible Assets, Net**

Other intangible assets, net, is primarily comprised of values assigned to customer relationships, which are amortized over periods ranging from 1 to 15 years. A summary of the activity and balances by intangible asset type follows:

	Gross Intangible Assets			Accumulated Amortization			Other Intangible Assets, Net as of September 30, 2025		
	Balance as of December 31, 2024	Acquisitions	Adjustments and Other	Balance as of September 30, 2025	Balance as of December 31, 2024	Additions Charged to Expense		Adjustments and Other	Balance as of September 30, 2025
Customer relationships	\$ 690	\$ 118	\$ —	\$ 808	\$ (215)	\$ (59)	\$ —	\$ (274)	\$ 534
Other intangible assets	91	1	(1)	91	(20)	(6)	—	(26)	65
<b>Total</b>	<b>\$ 781</b>	<b>\$ 119</b>	<b>\$ (1)</b>	<b>\$ 899</b>	<b>\$ (235)</b>	<b>\$ (65)</b>	<b>\$ —</b>	<b>\$ (300)</b>	<b>\$ 599</b>

**4. OTHER ASSETS**
**Prepaid Expenses and Other Current Assets**

A summary of prepaid expenses and other current assets as of September 30, 2025 and December 31, 2024 follows:

	2025	2024
Prepaid expenses	\$ 170	\$ 127
Other non-trade receivables	146	96
Parts and supplies	103	98
Reinsurance receivable	30	30
Prepaid fees for cloud-based hosting arrangements, current	28	27
Income taxes receivable	14	124
Other	9	9
<b>Total</b>	<b>\$ 500</b>	<b>\$ 511</b>

**Other Assets**

A summary of other assets as of September 30, 2025 and December 31, 2024 follows:

	2025	2024
Investments	\$ 824	\$ 637
Operating right-of-use lease assets	220	232
Prepaid fees and capitalized implementation costs for cloud-based hosting arrangements	149	123
Deferred compensation plan	140	125
Reinsurance receivable	89	86
Deferred contract costs and sales commissions	81	82
Derivative and hedging assets	36	55
Amounts recoverable for capping, closure and post-closure obligations	28	24
Other	23	19
<b>Total</b>	<b>\$ 1,590</b>	<b>\$ 1,383</b>

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

**5. OTHER LIABILITIES****Other Accrued Liabilities**

A summary of other accrued liabilities as of September 30, 2025 and December 31, 2024 follows:

	2025	2024
Accrued payroll and benefits	\$ 334	\$ 339
Accrued fees and taxes	257	206
Insurance reserves, current	250	220
Accrued dividends	194	181
Operating right-of-use lease liabilities, current	54	55
Accrued professional fees and legal settlement reserves	31	12
Ceded insurance reserves, current	30	30
Contingent purchase price and acquisition holdbacks	30	14
Other	141	119
Total	<u>\$ 1,321</u>	<u>\$ 1,176</u>

**Other Long-Term Liabilities**

A summary of other long-term liabilities as of September 30, 2025 and December 31, 2024 follows:

	2025	2024
Operating right-of-use lease liabilities	\$ 178	\$ 189
Deferred compensation plan liability	129	120
Ceded insurance reserves	89	86
Contingent purchase price and acquisition holdbacks	59	60
Derivative and hedging liabilities	51	72
Withdrawal liability - multiemployer pension funds	19	19
Other	38	42
Total	<u>\$ 563</u>	<u>\$ 588</u>

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

## 6. LANDFILL AND ENVIRONMENTAL COSTS

As of September 30, 2025, we owned or operated 209 active landfills with total available disposal capacity estimated to be 5.1 billion in-place cubic yards. Additionally, we had post-closure responsibility for 125 closed landfills.

### Accrued Landfill and Environmental Costs

A summary of accrued landfill and environmental liabilities as of September 30, 2025 and December 31, 2024 follows:

	2025	2024
Landfill final capping, closure and post-closure liabilities	\$ 2,253	\$ 2,144
Environmental remediation	450	447
Total accrued landfill and environmental costs	2,703	2,591
Less: current portion	(145)	(159)
Long-term portion	\$ 2,558	\$ 2,432

### Final Capping, Closure and Post-Closure Costs

The following table summarizes the activity in our asset retirement obligation liabilities, which includes liabilities for final capping, closure and post-closure, for the nine months ended September 30, 2025 and 2024:

	2025	2024
Asset retirement obligation liabilities, beginning of year	\$ 2,144	\$ 1,937
Non-cash additions	57	45
Acquisitions, net of divestitures and other adjustments	1	4
Asset retirement obligation adjustments	4	3
Payments	(38)	(35)
Accretion expense	85	80
Asset retirement obligation liabilities, end of period	2,253	2,034
Less: current portion	(85)	(78)
Long-term portion	\$ 2,168	\$ 1,956

We review annually, in the fourth quarter, and update as necessary, our estimates of asset retirement obligation liabilities. However, if there are significant changes in the facts and circumstances related to a site during the year, we will update our assumptions prospectively in the period that we know all the relevant facts and circumstances and make adjustments as appropriate.

### Landfill Operating Expenses

In the normal course of business, we incur various operating costs associated with environmental compliance. These costs include, among other things, leachate treatment and disposal, methane gas and groundwater monitoring, systems maintenance, interim cap maintenance, costs associated with the application of daily cover materials, and the legal and administrative costs of ongoing environmental compliance. These costs are expensed as cost of operations in the periods in which they are incurred.

### Environmental Remediation Liabilities

We accrue for remediation costs when they become probable and can be reasonably estimated. There can sometimes be a range of reasonable estimates of the costs associated with remediation of a site. In these cases, we use the amount within the range that constitutes our best estimate. If no amount within the range appears to be a better estimate than any other, we use the amount that is at the low end of such range. It is reasonably possible that we will need to adjust the liabilities recorded for remediation to reflect the effects of new or additional information, to the extent such information impacts the costs, timing or duration of the required actions. If we used the reasonably possible high ends of our ranges, our aggregate potential remediation liability as of September 30, 2025 would be approximately \$274 million higher than the amount recorded. Future changes in our estimates of the cost, timing or duration of the required actions could have a material adverse effect on our consolidated financial position, results of operations and cash flows.

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

The following table summarizes the activity in our environmental remediation liabilities for the nine months ended September 30, 2025 and 2024:

	2025	2024
Environmental remediation liabilities, beginning of year	\$ 447	\$ 485
Payments	(31)	(45)
Accretion expense (non-cash interest expense)	13	13
Acquisitions, net of divestitures and other adjustments	21	1
Environmental remediation liabilities, end of period	450	454
Less: current portion	(60)	(63)
Long-term portion	<u>\$ 390</u>	<u>\$ 391</u>

*Bridgeton Landfill.* During the nine months ended September 30, 2025, we paid \$7 million related to management and monitoring of the remediation area for our closed Bridgeton Landfill in Missouri. We continue to work with state and federal regulatory agencies on our remediation efforts. From time to time, this may require us to modify our future operating timeline and procedures, which could result in changes to our expected liability. As of September 30, 2025, the remediation liability recorded for this site was \$55 million, of which approximately \$4 million is expected to be paid during the remainder of 2025.

*West Lake Landfill Superfund Site.* Our subsidiary Bridgeton Landfill, LLC is one of several currently designated Potentially Responsible Parties for the West Lake Landfill Superfund site (West Lake) in Missouri. On September 27, 2018, the United States Environmental Protection Agency (EPA) issued a Record of Decision Amendment for West Lake that includes a total undiscounted cost estimate of \$229 million over a four to five year design and construction timeline. On March 11, 2019, the EPA issued special notice letters under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (CERCLA) to Bridgeton Landfill, LLC and the other currently designated Potentially Responsible Parties to initiate negotiations to implement the remedy. On January 17, 2025, the EPA issued an Explanation of Significant Differences (ESD) applying the prior Record of Decision Amendment to an increased number of acres at the site found to contain radiologically-impacted material. The ESD includes a revised undiscounted cost estimate of \$392 million. At this time we are neither able to predict the final design of that remedy, nor estimate how much of the future response costs of the site our subsidiary may agree or be required to pay. During any subsequent administrative proceedings or litigation, our subsidiary will vigorously contest liability for the costs of remediating radiologically-impacted materials generated on behalf of the federal government during the Manhattan Project and delivered to the site by an Atomic Energy Commission licensee and its subcontractor. However, subsequent events related to remedy design, divisibility, or allocation may require us to modify our expected remediation liability.

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

**7. DEBT**

The carrying value of our credit facilities, finance leases and long-term debt as of September 30, 2025 and December 31, 2024 is listed in the following table, and is adjusted for unamortized discounts, deferred issuance costs and the unamortized portion of adjustments to fair value recorded in purchase accounting. Original issue discounts and adjustments to fair value recorded in purchase accounting are amortized to interest expense over the term of the applicable instrument using the effective interest method.

Maturity	Interest Rate	September 30, 2025			December 31, 2024		
		Principal	Adjustments	Carrying Value	Principal	Adjustments	Carrying Value
<b>Credit facilities:</b>							
Uncommitted Credit Facility	Variable	\$ 68	\$ —	\$ 68	\$ —	\$ —	\$ —
The Credit Facility	Variable	147	—	147	514	—	514
Commercial Paper	Variable	598	—	598	477	—	477
<b>Senior notes:</b>							
March 2025	3.200	—	—	—	500	—	500
November 2025	0.875	350	—	350	350	—	350
July 2026	2.900	500	(1)	499	500	(1)	499
November 2027	3.375	650	(1)	649	650	(2)	648
May 2028	3.950	800	(6)	794	800	(7)	793
April 2029	4.875	750	(5)	745	750	(6)	744
November 2029	5.000	400	(3)	397	400	(4)	396
March 2030	2.300	600	(3)	597	600	(4)	596
July 2030	4.750	500	(6)	494	—	—	—
February 2031	1.450	650	(5)	645	650	(5)	645
February 2032	1.750	750	(4)	746	750	(5)	745
March 2033	2.375	700	(5)	695	700	(6)	694
December 2033	5.000	650	(8)	642	650	(9)	641
April 2034	5.000	800	(9)	791	800	(10)	790
November 2034	5.200	500	(6)	494	500	(6)	494
March 2035	6.086	182	(10)	172	182	(11)	171
March 2035	5.150	700	(11)	689	—	—	—
March 2040	6.200	400	(3)	397	400	(3)	397
May 2041	5.700	386	(5)	381	386	(5)	381
March 2050	3.050	400	(7)	393	400	(7)	393
<b>Debentures:</b>							
September 2035	7.400	148	(26)	122	148	(27)	121
<b>Tax-exempt:</b>							
2026 - 2054	3.200 - 4.375	1,378	(9)	1,369	1,418	(9)	1,409
<b>Finance leases and other:</b>							
2025 - 2063	1.726 - 9.750	400	—	400	315	—	315
<b>Total Debt</b>		<u>\$ 13,407</u>	<u>\$ (133)</u>	<u>13,274</u>	<u>\$ 12,840</u>	<u>\$ (127)</u>	<u>12,713</u>
Less: current portion				(921)			(862)
Long-term portion				<u>\$ 12,353</u>			<u>\$ 11,851</u>

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

**Credit Facilities***Uncommitted Credit Facility*

In January 2022, we entered into a \$200 million unsecured uncommitted revolving credit facility (the Uncommitted Credit Facility). The Uncommitted Credit Facility bears interest at an annual percentage rate to be agreed upon by both parties. Borrowings under the Uncommitted Credit Facility can be used for working capital, letters of credit, and other general corporate purposes. The agreement governing our Uncommitted Credit Facility requires us to comply with certain covenants. The Uncommitted Credit Facility may be terminated by either party at any time. As of September 30, 2025, we had \$68 million of borrowings outstanding under our Uncommitted Credit Facility. As of December 31, 2024, we had no borrowings outstanding under our Uncommitted Credit Facility.

*The Credit Facility*

In July 2024, we and our subsidiary, USE Canada Holdings, Inc. (the Canadian Borrower), entered into the Second Amended and Restated Credit Agreement (the Credit Facility), which amended and restated the unsecured revolving credit facility we entered into in August 2021. The total outstanding principal amount that we may borrow under the Credit Facility may not exceed the current aggregate lenders' commitments of \$3.5 billion, and borrowings under the Credit Facility mature in July 2029. We have the right to request two one-year extensions of the maturity date, but none of the lenders are committed to participate in such extensions. The Credit Facility also includes a feature that allows us to increase availability, at our option, by an aggregate amount of up to \$1.0 billion through increased commitments from existing lenders or the addition of new lenders.

All loans to the Canadian Borrower and all loans denominated in Canadian dollars cannot exceed \$1.0 billion (the Canadian Sublimit). The Canadian Sublimit is part of, and not in addition to, the aggregate commitments under the Credit Facility.

Borrowings under the Credit Facility in United States dollars bear interest at a Base Rate, a daily floating SOFR or a term SOFR, plus a current applicable margin of 0.805% based on our Debt Ratings (all as defined in the Credit Facility agreement). Canadian dollar-denominated loans bear interest based on the Canadian Prime Rate or the Canadian Dollar Offered Rate, plus a current applicable margin of 0.805% based on our Debt Ratings. As of September 30, 2025 and December 31, 2024, C\$204 million and C\$232 million, respectively, were outstanding against the Canadian Sublimit.

The Credit Facility is subject to facility fees based on applicable rates defined in the Credit Facility agreement and the aggregate commitment, regardless of usage. The Credit Facility can be used for working capital, capital expenditures, acquisitions, letters of credit and other general corporate purposes. The Credit Facility agreement requires us to comply with financial and other covenants. We may pay dividends and repurchase common stock if we are in compliance with these covenants.

We had \$147 million and \$514 million of borrowings outstanding under the Credit Facility as of September 30, 2025 and December 31, 2024, respectively. We had \$320 million and \$317 million of letters of credit outstanding under the Credit Facility as of September 30, 2025 and December 31, 2024, respectively. We also had \$598 million and \$477 million of principal borrowings outstanding (net of related discount on issuance) under our commercial paper program as of September 30, 2025 and December 31, 2024, respectively. As a result, availability under our Credit Facility was \$2.4 billion and \$2.2 billion as of September 30, 2025 and December 31, 2024, respectively.

*Commercial Paper Program*

In May 2022, we entered into a commercial paper program for the issuance and sale of unsecured commercial paper in an aggregate principal amount not to exceed \$500 million outstanding at any one time (the Commercial Paper Cap). In August 2022, the Commercial Paper Cap was increased to \$1.0 billion, and in October 2023, was increased to \$1.5 billion. The weighted average interest rate for borrowings outstanding as of September 30, 2025 is 4.249% with a weighted average maturity of approximately 8 days. The weighted average interest rate for borrowings outstanding as of December 31, 2024 is 4.646% with a weighted average maturity of approximately 18 days.

We had \$598 million and \$477 million principal value of commercial paper issued and outstanding under the program as of September 30, 2025 and December 31, 2024, respectively. In the event of a failed re-borrowing, we currently have availability under our Credit Facility to fund amounts currently borrowed under the commercial paper program until they are re-borrowed successfully. Accordingly, we have classified these borrowings as long-term in our consolidated balance sheets as of September 30, 2025 and December 31, 2024, respectively.

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

**Senior Notes and Debentures**

In June 2024, we issued \$400 million of 5.000% senior notes due 2029 and \$500 million of 5.200% senior notes due 2034. We used the proceeds from the June 2024 notes issuance for general corporate purposes, including the repayment of a portion of amounts outstanding under the Commercial Paper Program and the Credit Facility; and repayment of the remaining amount outstanding under the Uncommitted Credit Facility and certain debt obligations.

In March 2025, we issued \$500 million of 4.750% senior notes due 2030 and \$700 million of 5.150% senior notes due 2035. We used the proceeds from the March 2025 notes issuance for general corporate purposes, including the repayment of a portion of amounts outstanding on our Credit Facility and a portion of outstanding borrowings under the Commercial Paper Program.

Our senior notes and debentures are general unsecured and unsubordinated obligations and rank equally with our other unsecured obligations.

**Tax-Exempt Financings**

As of both September 30, 2025 and December 31, 2024, we had \$1.4 billion of tax-exempt financings outstanding, with maturities ranging from 2026 to 2054 for both periods.

In June 2024, the Mission Economic Development Corporation issued, for our benefit, \$50 million in principal amount of Solid Waste Disposal Revenue Bonds. The proceeds from the issuance, after deferred issuance costs, were used to fund the acquisition, construction, improvement, installation, and/or equipping of certain solid waste disposal facilities located within Texas.

In March 2024, the California Municipal Finance Authority issued, for our benefit, \$100 million in principal amount of Solid Waste Disposal Revenue Bonds. The proceeds from the issuance, after deferred issuance costs, were used to fund the acquisition, construction, improvement, installation, and/or equipping of certain solid waste disposal facilities located within California.

We have \$250 million of tax-exempt financings that have an initial remarketing period of 10 years. Our remaining tax-exempt financings are remarketed either quarterly or semiannually by remarketing agents to effectively maintain a variable yield. The holders of the bonds can put them back to the remarketing agents at the end of each interest period. If the remarketing agents are unable to remarket our bonds, the remarketing agents can put the bonds to us. In the event of a failed remarketing, we currently have availability under our Credit Facility to fund the repurchase of these bonds until they are remarketed successfully. Accordingly, we classified these borrowings as long-term in our consolidated balance sheets as of September 30, 2025 and December 31, 2024.

**Finance Leases and Other**

As of September 30, 2025 and December 31, 2024, we had finance leases and other liabilities of \$400 million and \$315 million, respectively, with maturities ranging from 2025 to 2063 for both periods.

In our unaudited consolidated balance sheet as of September 30, 2025, finance leases and other included \$120 million related to the construction of an office building located in Phoenix, Arizona, which has been accounted for as a financing obligation. The amount is recorded within long-term debt, net of current maturities.

**8. INCOME TAXES**

Our effective tax rate, exclusive of non-controlling interests, for the three and nine months ended September 30, 2025 was 14.7% and 21.4%, respectively. Our effective tax rate, exclusive of non-controlling interests, for the three and nine months ended September 30, 2024, was 12.5% and 19.4%, respectively. Our effective tax rate for the three and nine months ended September 30, 2025 reflects a benefit of \$65 million due to our investments in renewable energy assets, \$8 million and \$18 million, respectively, due to investments in renewable natural gas projects and commercial electric vehicles, and \$9 million due to the realization of additional federal and state tax benefits, as well as adjustments to deferred taxes due to the completion of our 2024 tax returns.

Our effective tax rate for the three and nine months ended September 30, 2024 reflected a benefit of \$81 million and \$122 million, respectively, due to our investments in renewable energy assets qualifying for tax credits under Section 48 of the Internal Revenue Code, \$6 million due to the realization of additional federal and state tax benefits, as well as adjustments to deferred taxes due to the completion of our 2023 tax returns.

For the nine months ended September 30, 2025 and 2024, net cash paid for income taxes was \$166 million and \$183 million, respectively.

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

On July 4, 2025, the One Big Beautiful Bill Act (the "Act") was signed into law. The Act, among other things, implemented changes to the tax treatment relating to bonus depreciation, research and experimental expenditures and interest expense, and included phase-outs and restrictions on several clean energy tax incentives. The Company does not expect the Act to have a material impact on our effective tax rate.

We have deferred tax assets related to state net operating loss carryforwards. We provide a partial valuation allowance due to uncertainty surrounding the future utilization of these carryforwards in the taxing jurisdictions where the loss carryforwards exist. When determining the need for a valuation allowance, we consider all positive and negative evidence, including recent financial results, scheduled reversals of deferred tax liabilities, projected future taxable income and tax planning strategies. The realization of our deferred tax asset for state loss carryforwards ultimately depends upon the existence of sufficient taxable income in the appropriate state taxing jurisdictions in future periods. The weight given to the positive and negative evidence is commensurate with the extent such evidence can be objectively verified. We continue to regularly monitor both positive and negative evidence in determining the ongoing need for a valuation allowance. As of September 30, 2025, the valuation allowance associated with our state loss carryforwards was \$40 million.

We are subject to income tax in the United States and Canada, as well as multiple state jurisdictions. Income tax in our foreign jurisdictions is not material for all periods presented. Our compliance with income tax rules and regulations is periodically audited by taxing authorities. These authorities may challenge the positions taken in our tax filings. Thus, to provide for certain potential tax exposures, we maintain liabilities for uncertain tax positions for our estimate of the final outcome of these examinations. Our federal statute of limitations is closed through 2021, except for an acquired subsidiary for which the statute of limitations is closed through 2020. In addition, we are currently under state examination or administrative review in various jurisdictions for tax years 2013 through 2023.

We believe the recorded liabilities for uncertain tax positions are adequate. However, a significant assessment against us in excess of the liabilities recorded could have a material adverse effect on our consolidated financial position, results of operations and cash flows. As of September 30, 2025, we are unable to estimate the resolution of our gross unrecognized benefits over the next 12 months.

We recognize interest and penalties as incurred within the provision for income taxes in the consolidated statement of income. As of September 30, 2025, we accrued a liability for penalties of \$1 million and a liability for interest (including interest on penalties) of \$5 million related to our uncertain tax positions.

## 9. SHARE REPURCHASES, DIVIDENDS AND EARNINGS PER SHARE

### Available Shares

We currently have approximately 10 million shares of common stock reserved for future grants under the Republic Services, Inc. 2021 Stock Incentive Plan.

### Share Repurchases

In October 2023, our Board of Directors approved a \$3.0 billion share repurchase authorization effective January 1, 2024 and extending through December 31, 2026. Share repurchases under the program may be made through open market purchases or privately negotiated transactions in accordance with applicable federal securities laws. While the Board of Directors has approved the program, the timing of any purchases, the prices and the number of shares of common stock to be purchased will be determined by our management, at its discretion, and will depend upon market conditions and other factors. On a quarterly basis, our Board of Directors reviews the parameters around which we repurchase our shares. The share repurchase program may be extended, suspended or discontinued at any time.

Share repurchase activity during the three and nine months ended September 30, 2025 and 2024 follows (in millions, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Number of shares repurchased	2.3	0.8	2.6	1.7
Amount paid	\$ 539	\$ 153	\$ 594	\$ 321
Weighted average cost per share	\$ 232.00	\$ 194.14	\$ 228.81	\$ 189.93

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

The average price paid per share, total repurchase costs and approximate maximum dollar value of the shares that may yet be purchased under the plans or programs exclude a 1% excise tax.

As of September 30, 2025, there were no repurchased shares pending settlement. As of September 30, 2024, there were less than 0.1 million repurchased shares pending settlement, resulting in an associated \$9 million of share repurchases unpaid and included within other accrued liabilities. As of September 30, 2025, the remaining authorized purchase capacity under our October 2023 repurchase program was \$1.9 billion.

**Dividends**

In July 2025, our Board of Directors approved a quarterly dividend of \$0.625 per share. Cash dividends declared were \$557 million for the nine months ended September 30, 2025. As of September 30, 2025, we recorded a quarterly dividend payable of \$194 million to shareholders of record at the close of business on October 2, 2025.

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

**Earnings per Share**

Basic earnings per share is computed by dividing net income attributable to Republic Services, Inc. by the weighted average number of common shares (including vested but unissued restricted stock units and performance stock units) outstanding during the period. Diluted earnings per share is based on the combined weighted average number of common shares and common share equivalents outstanding, which include, where appropriate, the unvested restricted stock units (RSUs) and the unvested performance stock units (PSUs) at the expected attainment levels. We use the treasury stock method in computing diluted earnings per share.

Earnings per share for the three and nine months ended September 30, 2025 and 2024 are calculated as follows (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
<b>Basic earnings per share:</b>				
Net income attributable to Republic Services, Inc.	\$ 549,672	\$ 565,669	\$ 1,594,573	\$ 1,530,999
Weighted average common shares outstanding	311,729	314,002	312,590	314,735
Basic earnings per share	\$ 1.76	\$ 1.80	\$ 5.10	\$ 4.86
<b>Diluted earnings per share:</b>				
Net income attributable to Republic Services, Inc.	\$ 549,672	\$ 565,669	\$ 1,594,573	\$ 1,530,999
Weighted average common shares outstanding	311,729	314,002	312,590	314,735
Effect of dilutive securities:				
Unvested RSU awards	86	130	99	123
Unvested PSU awards	196	239	195	291
Weighted average common and common equivalent shares outstanding	312,011	314,371	312,884	315,149
Diluted earnings per share	\$ 1.76	\$ 1.80	\$ 5.10	\$ 4.86

During the three and nine months ended September 30, 2025, there were less than 0.1 million antidilutive securities outstanding. During the three and nine months ended September 30, 2024, there were no antidilutive securities outstanding.

**10. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE LOSS BY COMPONENT**

A summary of changes in accumulated other comprehensive loss, net of tax, by component, for the nine months ended September 30, 2025 follows:

	Cash Flow Hedges	Defined Benefit Pension Items	Foreign Currency Translation	Total
Balance as of December 31, 2024	\$ (13)	\$ —	\$ (13)	\$ (26)
Other comprehensive income (loss) before reclassifications	—	2	(6)	(4)
Amounts reclassified from accumulated other comprehensive loss	1	(2)	—	(1)
Net current period other comprehensive loss	1	—	(6)	(5)
Balance as of September 30, 2025	\$ (12)	\$ —	\$ (19)	\$ (31)

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

A summary of reclassifications out of accumulated other comprehensive loss for the three and nine months ended September 30, 2025 and 2024 follows:

Details about Accumulated Other Comprehensive Loss Components	Three Months Ended September 30,		Nine Months Ended September 30,		Affected Line Item in the Statement where Net Income is Presented
	2025	2024	2025	2024	
	Amount Reclassified from Accumulated Other Comprehensive Loss		Amount Reclassified from Accumulated Other Comprehensive Loss		
<b>Gain (loss) on cash flow hedges:</b>					
Terminated interest rate locks	\$ —	\$ (1)	\$ (1)	\$ (3)	Interest expense
2022 interest rate swap	—	—	—	14	Interest expense
Total before tax	—	(1)	(1)	11	
Tax provision	—	—	—	(3)	
Net of tax	—	(1)	(1)	8	
<b>Pension gains:</b>					
Pension settlement	—	8	2	8	Other income, net
Tax provision	—	(2)	—	(2)	
Net of tax	—	6	2	6	
Total income reclassified into earnings, net of tax	\$ —	\$ 5	\$ 1	\$ 14	

## 11. FINANCIAL INSTRUMENTS

### Fair Value Measurements

In measuring fair values of assets and liabilities, we use valuation techniques that maximize the use of observable inputs (Level 1) and minimize the use of unobservable inputs (Level 3). We also use market data or assumptions that we believe market participants would use in pricing an asset or liability, including assumptions about risk when appropriate.

The carrying value for certain of our financial instruments, including cash, accounts receivable, current investments, accounts payable and certain other accrued liabilities, approximates fair value because of their short-term nature.

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

As of September 30, 2025 and December 31, 2024, our assets and liabilities that are measured at fair value on a recurring basis include the following:

	September 30, 2025				
	Carrying Amount	Total	Fair Value		
			Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>					
Money market mutual funds - restricted cash and marketable securities and other assets	\$ 70	\$ 70	\$ 70	\$ —	\$ —
Bonds and fixed income - restricted cash and marketable securities and other assets	96	96	—	96	—
Derivative and hedging assets - other assets	36	36	—	36	—
<b>Total assets</b>	<b>\$ 202</b>	<b>\$ 202</b>	<b>\$ 70</b>	<b>\$ 132</b>	<b>\$ —</b>
<b>Liabilities:</b>					
Derivative and hedging liabilities - other long-term liabilities	\$ 51	\$ 51	\$ —	\$ 51	\$ —
Contingent consideration - other accrued liabilities and other long-term liabilities	64	64	—	—	64
<b>Total liabilities</b>	<b>\$ 115</b>	<b>\$ 115</b>	<b>\$ —</b>	<b>\$ 51</b>	<b>\$ 64</b>

  

	December 31, 2024				
	Carrying Amount	Total	Fair Value		
			Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>					
Money market mutual funds - restricted cash and marketable securities and other assets	\$ 62	\$ 62	\$ 62	\$ —	\$ —
Bonds and fixed income - restricted cash and marketable securities and other assets	90	90	—	90	—
Derivative and hedging assets - other assets	55	55	—	55	—
<b>Total assets</b>	<b>\$ 207</b>	<b>\$ 207</b>	<b>\$ 62</b>	<b>\$ 145</b>	<b>\$ —</b>
<b>Liabilities:</b>					
Derivative and hedging liabilities - other long-term liabilities	\$ 72	\$ 72	\$ —	\$ 72	\$ —
Contingent consideration - other accrued liabilities and other long-term liabilities	65	65	—	—	65
<b>Total liabilities</b>	<b>\$ 137</b>	<b>\$ 137</b>	<b>\$ —</b>	<b>\$ 72</b>	<b>\$ 65</b>

**Total Debt**

As of September 30, 2025 and December 31, 2024, the carrying value of our total debt was \$13.3 billion and \$12.7 billion, respectively, and the fair value of our total debt was \$13.2 billion and \$12.2 billion, respectively. The estimated fair value of our fixed rate senior notes, debentures and certain tax-exempt financings is based on quoted market prices. The fair value of our remaining notes payable, tax-exempt financings and borrowings under our credit facilities approximates the carrying value because the interest rates are variable. The fair value estimates were based on Level 2 inputs of the fair value hierarchy as of September 30, 2025 and December 31, 2024. See Note 7, *Debt*, for further information related to our debt.

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

## 12. SEGMENT REPORTING

Our senior management evaluates, oversees and manages the financial performance of our operations through three field groups, referred to as Group 1, Group 2 and Group 3. Group 1 is our recycling and waste business operating primarily in geographic areas located in the western United States. Group 2 is our recycling and waste business operating primarily in geographic areas located in the southeastern and mid-western United States, the eastern seaboard of the United States, and Canada. Group 3 is our environmental solutions business operating in geographic areas located across the United States and Canada. These groups are presented below as our reportable segments, which each provide integrated environmental services, including but not limited to collection, transfer, recycling, and disposal.

Our chief operating decision maker (CODM) is Jon Vander Ark, President and Chief Executive Officer of Republic Services, Inc. Adjusted EBITDA is the single financial measure our CODM uses to evaluate segment profitability and returns, which informs resource allocation. For all segments, the CODM uses adjusted EBITDA to evaluate income generated from segment assets (return on invested capital). The CODM considers budget-to-actual variances and year-over-year growth on a monthly basis to assess the performance of each segment. Cost of operations and selling, general and administrative are significant segment expenses used in the evaluation.

Summarized financial information concerning our reportable segments for the three months ended September 30, 2025 and 2024 follows:

	Group 1	Group 2	Recycling & Waste Subtotal <sup>(1)</sup>	Group 3 (Environmental Solutions)	Corporate entities and other	Total
<b>Three Months Ended September 30, 2025</b>						
Gross revenue	\$ 2,191	\$ 2,108	\$ 4,299	\$ 440	\$ 88	\$ 4,827
Intercompany revenue	(320)	(274)	(594)	(13)	(8)	(615)
Revenue allocations	39	35	74	6	(80)	—
Net revenue	1,910	1,869	3,779	433	—	4,212
Cost of operations	1,077	1,110	2,187	276	—	2,463
Selling, general and administrative	184	169	353	69	—	422
Other segment items	(11)	(45)	(56)	—	—	(56)
Adjusted EBITDA	\$ 660	\$ 635	\$ 1,295	\$ 88	\$ —	\$ 1,383
Capital expenditures	\$ 171	\$ 171	\$ 342	\$ 45	\$ 57	\$ 444
Total assets	\$ 14,207	\$ 11,495	\$ 25,702	\$ 5,140	\$ 2,947	\$ 33,789

<b>Three Months Ended September 30, 2024</b>						
Gross revenue	\$ 2,071	\$ 2,056	\$ 4,127	\$ 467	\$ 86	\$ 4,680
Intercompany revenue	(304)	(274)	(578)	(12)	(14)	(604)
Revenue allocations	31	31	62	10	(72)	—
Net revenue	1,798	1,813	3,611	465	—	4,076
Cost of operations	1,028	1,057	2,085	282	—	2,367
Selling, general and administrative	173	167	340	66	—	406
Adjusted EBITDA	\$ 597	\$ 589	\$ 1,186	\$ 117	\$ —	\$ 1,303
Capital expenditures	\$ 244	\$ 161	\$ 405	\$ 33	\$ 16	\$ 454
Total assets	\$ 13,515	\$ 11,240	\$ 24,755	\$ 4,470	\$ 2,589	\$ 31,814

(1) The Recycling & Waste Subtotal represents the combined results of our Group 1 and Group 2 reportable segments.

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

Summarized financial information concerning our reportable segments for the nine months ended September 30, 2025 and 2024 follows:

	Group 1	Group 2	Recycling & Waste Subtotal <sup>(1)</sup>	Group 3 (Environmental Solutions)	Corporate entities and other	Total
<b>Nine Months Ended September 30, 2025</b>						
Gross revenue	\$ 6,439	\$ 6,228	\$ 12,667	\$ 1,360	\$ 273	\$ 14,300
Intercompany revenue	(953)	(810)	(1,763)	(38)	(43)	(1,844)
Revenue allocations	107	101	208	22	(230)	—
Net revenue	5,593	5,519	11,112	1,344	—	12,456
Cost of operations	3,169	3,209	6,378	848	—	7,226
Selling, general and administrative	553	512	1,065	209	—	1,274
Other segment items	(11)	(45)	(56)	—	—	(56)
Adjusted EBITDA	\$ 1,882	\$ 1,843	\$ 3,725	\$ 287	\$ —	\$ 4,012
Capital expenditures	\$ 554	\$ 444	\$ 998	\$ 118	\$ 194	\$ 1,310
Total assets	\$ 14,207	\$ 11,495	\$ 25,702	\$ 5,140	\$ 2,947	\$ 33,789

<b>Nine Months Ended September 30, 2024</b>						
Gross revenue	\$ 6,083	\$ 6,068	\$ 12,151	\$ 1,375	\$ 258	\$ 13,784
Intercompany revenue	(907)	(805)	(1,712)	(36)	(50)	(1,798)
Revenue allocations	94	92	186	22	(208)	—
Net revenue	5,270	5,355	10,625	1,361	—	11,986
Cost of operations	3,037	3,153	6,190	843	—	7,033
Selling, general and administrative	523	502	1,025	202	—	1,227
Adjusted EBITDA	\$ 1,710	\$ 1,700	\$ 3,410	\$ 316	\$ —	\$ 3,726
Capital expenditures	\$ 554	\$ 426	\$ 980	\$ 92	\$ 285	\$ 1,357
Total assets	\$ 13,515	\$ 11,240	\$ 24,755	\$ 4,470	\$ 2,589	\$ 31,814

(1) The Recycling & Waste Subtotal represents the combined results of our Group 1 and Group 2 reportable segments.

Corporate entities and other includes marketing, operations support, business development, legal, tax, treasury, information technology, risk management, human resources and other administrative functions. National Accounts revenue included in Corporate entities and other represents the portion of revenue generated from nationwide and regional contracts in markets outside our operating areas where the associated material handling is subcontracted to local operators. Revenue and overhead costs of Corporate entities and other are either specifically assigned or allocated on a rational and consistent basis among our reportable segments to calculate Adjusted EBITDA.

Intercompany revenue reflects transactions within and between segments that generally are made on a basis intended to reflect the market value of such services. Capital expenditures for Corporate entities and other for the three and nine months ended September 30, 2025 largely included investments in our digital platforms and our third polymer center. Capital expenditures for Corporate entities and other for the three and nine months ended September 30, 2024 primarily included vehicle inventory acquired but not yet assigned to operating locations and facilities.

As presented in the table below, Adjusted EBITDA reflects certain adjustments for losses from unconsolidated equity method investments, loss on extinguishment of debt and other related costs, restructuring charges, loss (gain) on business divestitures and impairments, net, and labor disruption. This presentation is consistent with how our CODM reviews our results of operations to make resource allocation decisions.

Other segment items consist of the impact from labor disruptions that we experienced in certain isolated markets during the three and nine months ended September 30, 2025.

A reconciliation of the Company's single measure of segment profitability (segment Adjusted EBITDA) to Income before income tax provision in the Consolidated Statements of Net Income is as follows:

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Group 1 Adjusted EBITDA	\$ 660	\$ 597	\$ 1,882	\$ 1,710
Group 2 Adjusted EBITDA	635	589	1,843	1,700
Group 3 Adjusted EBITDA	88	117	287	316
Total Adjusted EBITDA	1,383	1,303	4,012	3,726
Other income, net	(7)	(10)	(22)	(23)
Interest income	(2)	(4)	(6)	(7)
Interest expense	143	138	428	406
Depreciation, depletion and amortization	459	422	1,356	1,234
Accretion	29	26	85	80
Loss from unconsolidated equity method investment	57	73	72	116
Loss on extinguishment of debt and other related costs	—	2	—	2
Restructuring charges	3	8	13	20
Loss (gain) on business divestitures and impairments, net	—	1	—	(1)
Labor disruption	56	—	56	—
Income before income taxes	<u>\$ 645</u>	<u>\$ 647</u>	<u>\$ 2,030</u>	<u>\$ 1,899</u>

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

### 13. REVENUE AND CREDIT LOSSES

Our operations primarily consist of providing environmental services. The following table disaggregates our revenue by service line for the three and nine months ended September 30, 2025 and 2024 (in millions of dollars and as a percentage of revenue):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
<b>Collection:</b>								
Residential	\$ 754	17.9 %	\$ 740	18.1 %	\$ 2,249	18.0 %	\$ 2,196	18.3 %
Small-container	1,267	30.1	1,209	29.7	3,768	30.3	3,599	30.0
Large-container	797	18.9	775	19.0	2,330	18.7	2,278	19.0
Other	17	0.4	18	0.5	53	0.4	54	0.5
Total collection	2,835	67.3	2,742	67.3	8,400	67.4	8,127	67.8
Transfer	472		459		1,376		1,336	
Less: intercompany	(248)		(247)		(741)		(733)	
Transfer, net	224	5.3	212	5.2	635	5.1	603	5.0
Landfill	845		768		2,421		2,234	
Less: intercompany	(329)		(315)		(968)		(937)	
Landfill, net	516	12.3	453	11.1	1,453	11.7	1,297	10.8
Environmental solutions	449		480		1,393		1,408	
Less: intercompany	(16)		(15)		(49)		(47)	
Environmental solutions, net	433	10.3	465	11.4	1,344	10.8	1,361	11.4
<b>Other:</b>								
Recycling processing and commodity sales	107	2.5	107	2.6	328	2.6	311	2.6
Other non-core	97	2.3	97	2.4	296	2.4	287	2.4
Total other	204	4.8	204	5.0	624	5.0	598	5.0
Total revenue	\$ 4,212	100.0 %	\$ 4,076	100.0 %	\$ 12,456	100.0 %	\$ 11,986	100.0 %

Other non-core revenue consists primarily of revenue from National Accounts, which represents the portion of revenue generated from nationwide or regional contracts in markets outside our operating areas where the associated material handling is subcontracted to local operators. Consequently, substantially all of this revenue is offset with related subcontract costs, which are recorded in cost of operations.

Intercompany revenue reflects transactions within and between lines of business that generally are made on a basis intended to reflect the market value of such services.

See Note 12, *Segment Reporting*, for additional information regarding revenue by reportable segment.

#### Revenue Recognition

Our service obligations of a long-term nature, e.g., certain collection service contracts, are satisfied over time, and we recognize revenue based on the value provided to the customer during the period. The amount billed to the customer is based on variable elements such as the number of residential homes or businesses for which collection services are provided, the volume of material collected, treated, transported and disposed, and the nature of the material accepted. We do not disclose the value of unsatisfied performance obligations for these contracts as our right to consideration corresponds directly to the value provided to the customer for services completed to date and all future variable consideration is allocated to wholly unsatisfied performance obligations.

Additionally, certain elements of our long-term customer contracts are unknown upon entering into the contract, including the amount that will be billed in accordance with annual price escalation clauses, our fuel recovery fee program and commodity prices. The amount to be billed is often tied to changes in an underlying base index such as a consumer price index or a fuel or commodity index, and revenue can be recognized once the index is established for the period.

Environmental solutions revenue is primarily generated from the fees we charge for the collection, treatment, consolidation, disposal and recycling of hazardous and non-hazardous waste, field and industrial services, equipment rental, emergency response and standby services and in-plant services, such as transportation and logistics, including at our treatment, storage and disposal facilities (TSDF). Activity for this service line varies across markets and reflects the regulatory environment, pricing

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

and disposal alternatives available in any given market. Revenue recognized is variable in nature and primarily based on the volume and type of waste accepted or processed during the period. For certain field and industrial services contracts, we have a right to consideration from our customers in an amount that corresponds directly with the value to the customer of the Company's performance completed to date. Therefore, we have applied the practical expedient to recognize revenue in the amount to which we have the right to invoice.

### Deferred Revenue

The factors that impact the timing and amount of revenue recognized for each service line may vary based on the nature of the service performed. Generally, we recognize revenue at the time we perform a service. In the event that we bill for services in advance of performance, we recognize deferred revenue for the amount billed and subsequently recognize revenue at the time the service is provided. Depending on the nature of the contract, we may also generate revenue through the collection of fuel recovery fees and environmental fees which are designed to recover our internal costs of providing services to our customers.

Substantially all of the deferred revenue recognized as of December 31, 2024 was recognized as revenue during the nine months ended September 30, 2025 when the service was performed.

### Deferred Contract Costs

We incur certain upfront payments to acquire customer contracts which are recognized as other assets in our consolidated balance sheet, and we amortize the asset over the respective contract life. In addition, we recognize sales commissions that represent an incremental cost of the contract as other assets in our consolidated balance sheets, and we amortize the asset over the average life of the customer relationship. For the periods ended September 30, 2025 and December 31, 2024, we recognized \$81 million and \$82 million, respectively, of deferred contract costs and capitalized sales commissions.

### Credit Losses

Accounts receivable represent receivables from customers for environmental services, including collection and processing of recyclable materials, collection, transfer, and disposal of solid waste, and environmental solutions. Our receivables are recorded when billed or when the related revenue is earned and represent claims against third parties that will be settled in cash. The carrying value of our receivables, net of the allowance for doubtful accounts and customer credits, represents their estimated net realizable value.

We establish an allowance for doubtful accounts based on various factors including the age of receivables outstanding, historical trends, economic conditions and other information. We also review outstanding balances on an account-specific basis based on the credit risk of the customer. We determined that all of our accounts receivable share similar risk characteristics. We monitor our credit exposure on an ongoing basis and assess whether assets in the pool continue to display similar risk characteristics. We perform ongoing credit evaluations of our customers, but generally do not require collateral to support customer receivables.

The following table reflects the activity in our allowance for doubtful accounts for the nine months ended September 30, 2025 and 2024:

	2025	2024
Balance at beginning of year	\$ 74	\$ 83
Additions charged to expense	27	20
Accounts written-off	(31)	(28)
Balance at end of period	<u>\$ 70</u>	<u>\$ 75</u>

## 14. COMMITMENTS AND CONTINGENCIES

### Legal Proceedings

We are subject to extensive and evolving laws and regulations and have implemented safeguards to respond to regulatory requirements. In the normal course of our business, we become involved in legal proceedings. Some may result in fines, penalties or judgments against us, or settlements, which may impact earnings and cash flows for a particular period. Although we cannot predict the ultimate outcome of any legal matter with certainty, we do not believe the outcome of any of our pending legal proceedings will have a material adverse impact on our consolidated financial position, results of operations or cash flows.

As used herein, the term *legal proceedings* refers to litigation and similar claims against us and our subsidiaries, excluding: (1) ordinary course accidents, general commercial liability and workers' compensation claims, which are covered by insurance programs, subject to customary deductibles, and which, together with insured employee health care costs, are discussed in Note

**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)**

5, *Other Liabilities*; and (2) environmental remediation liabilities, which are discussed in Note 6, *Landfill and Environmental Costs*.

We accrue for legal proceedings when losses become probable and reasonably estimable. As of the end of each applicable reporting period, we review each of our legal proceedings and, where it is probable that a liability has been incurred, we accrue for all probable and reasonably estimable losses. Where we can reasonably estimate a range of losses we may incur regarding such a matter, we record an accrual for the amount within the range that constitutes our best estimate. If we can reasonably estimate a range but no amount within the range appears to be a better estimate than any other, we use the amount that is the low end of such range. As of September 30, 2025, we estimate that the probable and reasonably estimable outcomes of any such legal proceedings, as well as the aggregate potential liability using reasonably possible high ends of our ranges, are immaterial to the Company's consolidated financial statements.

### Multiemployer Pension Plans

We participate in multiemployer pension plans that generally provide retirement benefits to participants of contributing employers. We do not administer these plans.

Under current law regarding multiemployer pension plans, our withdrawal (which we consider from time to time) or the mass withdrawal from any underfunded multiemployer pension plan (each, a Withdrawal Event) could require us to make payments to the plan for our proportionate share of the plan's unfunded vested liabilities. During the course of operating our business, we incur Withdrawal Events regarding certain of the multiemployer pension plans in which we participate. We accrue for such events when losses become probable and reasonably estimable.

### Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents

Restricted cash and restricted cash equivalents are included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. Beginning-of-period and end-of-period cash, cash equivalents, restricted cash and restricted cash equivalents as presented in the statement of cash flows is reconciled as follows:

	September 30, 2025	December 31, 2024	September 30, 2024	December 31, 2023
Cash and cash equivalents	\$ 84	\$ 74	\$ 83	\$ 140
Restricted cash and marketable securities	225	208	203	164
Less: restricted marketable securities	(84)	(79)	(80)	(76)
Cash, cash equivalents, restricted cash and restricted cash equivalents	<u>\$ 225</u>	<u>\$ 203</u>	<u>\$ 206</u>	<u>\$ 228</u>

Our restricted cash and marketable securities include amounts pledged to regulatory agencies and governmental entities as financial guarantees of our performance under certain collection, landfill and transfer station contracts and permits and relating to our final capping, closure and post-closure obligations at our landfills and restricted cash and marketable securities related to our insurance obligations.

The following table summarizes our restricted cash and marketable securities:

	September 30, 2025	December 31, 2024
Capping, closure and post-closure obligations	\$ 66	\$ 59
Insurance	159	149
Total restricted cash and marketable securities	<u>\$ 225</u>	<u>\$ 208</u>

### Off-Balance Sheet Arrangements

We have no off-balance sheet debt or similar obligations, other than short-term operating leases and financial assurances, which are not classified as debt. We have no transactions or obligations with related parties that are not disclosed, consolidated into or reflected in our reported financial position or results of operations. We have not guaranteed any third-party debt.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

You should read the following discussion in conjunction with the unaudited consolidated financial statements and notes thereto included under Part I, Item 1 of this Quarterly Report on Form 10-Q. In addition, you should refer to our audited consolidated financial statements and notes thereto and related *Management's Discussion and Analysis of Financial Condition and Results of Operations* appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

### Disclosure Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains certain forward-looking information about us that is intended to be covered by the safe harbor for "forward-looking statements" provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. Words such as "guidance," "expect," "will," "may," "anticipate," "plan," "estimate," "project," "intend," "should," "can," "likely," "could," "outlook" and similar expressions are intended to identify forward-looking statements. In particular, information appearing in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" includes forward-looking statements. These statements include information about our plans, strategies, and expectations of future financial performance and prospects. Forward-looking statements are not guarantees of performance. These statements are based upon the current beliefs and expectations of our management and are subject to risk and uncertainties that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, such expectations may not prove to be correct. Among the factors that could cause actual results to differ materially from the expectations expressed in the forward-looking statements are the impacts of the overall global economy and changing interest rates, impacts from international trade restrictions and tariffs, our ability to effectively integrate and manage companies we acquire, and to realize the anticipated benefits of any such acquisitions, the impact of prolonged work stoppages or other labor disruptions, the amount of the financial contribution of our sustainability initiatives, acts of war, riots or terrorism, and the impact of these acts on economic, financial and social conditions in the United States, as well as our dependence on large, long-term collection, transfer and disposal contracts. More information on factors that could cause actual results or events to differ materially from those anticipated is included from time to time in our reports filed with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2024, particularly under Part 1, Item 1A - Risk Factors. Additionally, new risk factors emerge from time to time and it is not possible for us to predict all such risk factors, or to assess the impact such risk factors might have on our business. We undertake no obligation to update publicly any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

### Overview

Republic is one of the largest providers of environmental services in the United States, as measured by revenue. As of September 30, 2025, we operated across the United States and Canada through 373 collection operations, 254 transfer stations, 79 recycling centers, 209 active landfills, 2 treatment, recovery and disposal facilities, 23 treatment, storage and disposal facilities (TSDF), 5 salt water disposal wells, 15 deep injection wells and 2 polymer centers. We are engaged in 81 landfill gas-to-energy and other renewable energy projects and had post-closure responsibility for 125 closed landfills as of September 30, 2025.

Revenue for the nine months ended September 30, 2025 increased by 3.9% to \$12,456 million compared to \$11,986 million for the same period in 2024. This change in revenue is due to increases in average yield of 4.2% and increased revenue from acquisitions, net of divestitures of 1.3%. These increases were partially offset by a decrease in volume of 0.4%, a decrease in fuel recovery fees of 0.2%, a decrease in environmental solutions revenue of 0.7%, and a decrease of 0.2% due to the number of workdays during the nine months ended September 30, 2025, as compared to the same period in 2024.

The following table summarizes our revenue, expenses and operating income for the three and nine months ended September 30, 2025 and 2024 (in millions of dollars and as a percentage of revenue):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
Revenue	\$ 4,212	100.0 %	\$ 4,076	100.0 %	\$ 12,456	100.0 %	\$ 11,986	100.0 %
Expenses:								
Cost of operations	2,463	58.5	2,367	58.0	7,226	58.0	7,033	58.7
Depreciation, depletion and amortization of property and equipment	406	9.6	383	9.4	1,210	9.7	1,122	9.4
Amortization of other intangible assets	22	0.5	18	0.4	65	0.5	54	0.4
Amortization of other assets	31	0.7	21	0.6	81	0.7	58	0.5
Accretion	29	0.7	26	0.7	85	0.7	80	0.7
Selling, general and administrative	422	10.0	406	10.0	1,274	10.2	1,227	10.2
Loss (gain) on business divestitures and impairments, net	—	—	1	—	—	—	(1)	—
Restructuring charges	3	0.1	8	0.1	13	0.1	20	0.1
Operating income	\$ 836	19.9 %	\$ 846	20.8 %	\$ 2,502	20.1 %	\$ 2,393	20.0 %

Our pre-tax income was \$645 million and \$2,030 million for the three and nine months ended September 30, 2025, respectively, compared to \$647 million and \$1,899 million for the same periods in 2024, respectively. Our net income attributable to Republic Services, Inc. was \$550 million and \$1,595 million for the three and nine months ended September 30, 2025, or \$1.76 and \$5.10 per diluted share, respectively, compared to \$566 million and \$1,531 million, or \$1.80 and \$4.86 per diluted share, for the same periods in 2024, respectively.

During each of the three and nine months ended September 30, 2025 and 2024, we recorded a number of charges, other expenses and benefits that impacted our pre-tax income, tax expense, net income attributable to Republic Services, Inc. (net income – Republic) and diluted earnings per share as noted in the following table (in millions, except per share data). Additionally, see our *Results of Operations* discussion in this *Management's Discussion and Analysis of Financial Condition and Results of Operations* for a discussion of other items that impacted our earnings during the three and nine months ended September 30, 2025 and 2024.

	Three Months Ended September 30, 2025				Three Months Ended September 30, 2024			
	Pre-tax Income	Tax Impact <sup>(1)</sup>	Net Income - Republic	Diluted Earnings per Share	Pre-tax Income	Tax Impact <sup>(1)</sup>	Net Income - Republic	Diluted Earnings per Share
As reported	\$ 645	\$ 95	\$ 550	\$ 1.76	\$ 647	\$ 81	\$ 566	\$ 1.80
Loss on extinguishment of debt and other related costs	—	—	—	—	2	—	2	0.01
Restructuring charges	3	1	2	0.01	8	2	6	0.02
Labor disruption	56	14	42	0.13	—	—	—	—
Loss on business divestitures and impairments, net <sup>(2)</sup>	—	—	—	—	1	1	—	—
Settlements and withdrawals on pension plans	—	—	—	—	(8)	(2)	(6)	(0.02)
Total adjustments	59	15	44	0.14	3	1	2	0.01
As adjusted	\$ 704	\$ 110	\$ 594	\$ 1.90	\$ 650	\$ 82	\$ 568	\$ 1.81

	Nine Months Ended September 30, 2025				Nine Months Ended September 30, 2024			
	Pre-tax Income	Tax Impact <sup>(1)</sup>	Net Income - Republic	Diluted Earnings per Share	Pre-tax Income	Tax Impact <sup>(1)</sup>	Net Income - Republic	Diluted Earnings per Share
As reported	\$ 2,030	\$ 435	\$ 1,595	\$ 5.10	\$ 1,899	\$ 368	\$ 1,531	\$ 4.86
Gain on extinguishment of debt and other related costs	—	—	—	—	(5)	(1)	(4)	(0.01)
Restructuring charges	13	4	9	0.03	20	5	15	0.04
Labor disruption	56	14	42	0.13	—	—	—	—
Gain on business divestitures and impairments, net <sup>(3)</sup>	—	—	—	—	(1)	—	(1)	—
Settlements and withdrawals on pension plans	—	—	—	—	(8)	(2)	(6)	(0.02)
Total adjustments	69	18	51	0.16	6	2	4	0.01
As adjusted	\$ 2,099	\$ 453	\$ 1,646	\$ 5.26	\$ 1,905	\$ 370	\$ 1,535	\$ 4.87

(1) The income tax effect related to our adjustments includes both the current and deferred income tax impact and is individually calculated based on the statutory rates applicable to each adjustment.

(2) The aggregate impact to adjusted diluted earnings per share totals to less than \$0.01 for the three months ended September 30, 2024.

(3) The aggregate impact to adjusted diluted earnings per share totals to less than \$0.01 for the nine months ended September 30, 2024.

We believe that presenting adjusted pre-tax income, adjusted tax impact, adjusted net income – Republic, and adjusted diluted earnings per share, which are not measures determined in accordance with U.S. GAAP, provides an understanding of operational activities before the financial impact of certain items. We use these measures, and believe investors will find them helpful, in understanding the ongoing performance of our operations separate from items that have a disproportionate impact on our results for a particular period. We have incurred comparable charges, costs and recoveries in prior periods, and similar types of adjustments can reasonably be expected to be recorded in future periods. Our definitions of adjusted pre-tax income, adjusted tax impact, adjusted net income – Republic, and adjusted diluted earnings per share may not be comparable to similarly titled measures presented by other companies. Further information on these adjustments is included below.

**Restructuring charges.** During the three and nine months ended September 30, 2025, we incurred restructuring charges of \$3 million and \$13 million, respectively, and during the three and nine months ended September 30, 2024, we incurred restructuring charges of \$8 million and \$20 million, respectively. The 2025 charges primarily related to the design and implementation of a new accounts receivable system. The 2024 charges primarily related to the redesign of our asset management, and customer and order management software systems. During the nine months ended September 30, 2025 and 2024, we paid \$10 million and \$18 million, respectively, related to these restructuring efforts.

During the remainder of 2025, we expect to incur additional restructuring charges of approximately \$3 million, primarily related to the design and implementation of a new accounts receivable system. Substantially all of these restructuring charges will be recorded in Corporate entities and other.

**Labor disruption.** During the three and nine months ended September 30, 2025, we experienced labor disruptions in certain isolated markets. The impact of these labor disruptions was \$56 million during both the three and nine months ended September 30, 2025, including \$16 million of customer credits and \$40 million of cost of operations.

## Results of Operations

### Revenue

We generate revenue by providing environmental services to our customers, including the collection and processing of recyclable materials, the collection, treatment, consolidation, transfer and disposal of hazardous and non-hazardous waste and other environmental solutions. Our residential, small-container and large-container collection operations in some markets are based on long-term contracts with municipalities. Certain of our municipal contracts have annual price escalation clauses that are tied to changes in an underlying base index such as a consumer price index. We generally provide small-container and large-container collection services to customers under contracts with terms up to three years. Our transfer stations and landfills generate revenue from disposal or tipping fees charged to third parties. Our recycling centers generate revenue from tipping fees charged to third parties and the sale of recycled commodities. Our revenue from environmental solutions is primarily generated by (1) fees we charge for the collection, treatment, transfer and disposal of hazardous and non-hazardous waste, (2) field and industrial services, (3) equipment rental, (4) emergency response and standby services, (5) in-plant services, such as transportation and logistics, including at our TSDFs and (6) in-plant services such as high-pressure cleaning, tank cleaning, decontamination, remediation, transportation, spill cleanup and emergency response at refineries, chemical, steel and automotive plants and other governmental, commercial and industrial facilities. Other non-core revenue consists primarily of revenue from National Accounts, which represents the portion of revenue generated from nationwide or regional contracts in markets outside our operating areas where the associated material handling is subcontracted to local operators. Consequently, substantially all of this revenue is offset with related subcontract costs, which are recorded in cost of operations. The following table reflects our revenue by service line for the three and nine months ended September 30, 2025 and 2024 (in millions of dollars and as a percentage of revenue):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
<b>Collection:</b>								
Residential	\$ 754	17.9 %	\$ 740	18.1 %	\$ 2,249	18.0 %	\$ 2,196	18.3 %
Small-container	1,267	30.1	1,209	29.7	3,768	30.3	3,599	30.0
Large-container	797	18.9	775	19.0	2,330	18.7	2,278	19.0
Other	17	0.4	18	0.5	53	0.4	54	0.5
<b>Total collection</b>	<b>2,835</b>	<b>67.3</b>	<b>2,742</b>	<b>67.3</b>	<b>8,400</b>	<b>67.4</b>	<b>8,127</b>	<b>67.8</b>
Transfer	472		459		1,376		1,336	
Less: intercompany	(248)		(247)		(741)		(733)	
Transfer, net	224	5.3	212	5.2	635	5.1	603	5.0
Landfill	845		768		2,421		2,234	
Less: intercompany	(329)		(315)		(968)		(937)	
Landfill, net	516	12.3	453	11.1	1,453	11.7	1,297	10.8
Environmental solutions	449		480		1,393		1,408	
Less: intercompany	(16)		(15)		(49)		(47)	
Environmental solutions, net	433	10.3	465	11.4	1,344	10.8	1,361	11.4
<b>Other:</b>								
Recycling processing and commodity sales	107	2.5	107	2.6	328	2.6	311	2.6
Other non-core	97	2.3	97	2.4	296	2.4	287	2.4
<b>Total other</b>	<b>204</b>	<b>4.8</b>	<b>204</b>	<b>5.0</b>	<b>624</b>	<b>5.0</b>	<b>598</b>	<b>5.0</b>
<b>Total revenue</b>	<b>\$ 4,212</b>	<b>100.0 %</b>	<b>\$ 4,076</b>	<b>100.0 %</b>	<b>\$ 12,456</b>	<b>100.0 %</b>	<b>\$ 11,986</b>	<b>100.0 %</b>

The following table reflects changes in components of our revenue, as a percentage of total revenue, for the three and nine months ended September 30, 2025 and 2024:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Average yield	4.0 %	4.6 %	4.2 %	5.4 %
Fuel recovery fees	—	(0.2)	(0.2)	(0.2)
Total price	4.0	4.4	4.0	5.2
Volume	(0.3)	(1.2)	(0.4)	(1.0)
Change in workdays	—	0.3	(0.2)	0.1
Recycling processing and commodity sales	(0.2)	0.7	—	0.5
Environmental solutions	(1.4)	—	(0.7)	(0.2)
Other <sup>(1)</sup>	(0.4)	—	(0.1)	—
Total internal growth	1.7	4.2	2.6	4.6
Acquisitions / divestitures, net	1.6	2.3	1.3	3.1
Total	3.3 %	6.5 %	3.9 %	7.7 %
Core price	5.9 %	6.2 %	5.9 %	6.6 %

(1) Other represents customer credits recognized in connection with recent labor disruptions.

Average yield is defined as revenue growth from the change in average price per unit of service, expressed as a percentage. Core price is defined as price increases to our customers and fees, excluding fuel recovery fees, net of price decreases to retain customers. We also measure changes in core price, average yield and volume as a percentage of related-business revenue, defined as total revenue excluding recycled commodities, fuel recovery fees and environmental solutions revenue, to determine the effectiveness of our pricing and organic growth strategies.

The following table reflects core price, average yield and volume as a percentage of related-business revenue for the three and nine months ended September 30, 2025 and 2024:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	As a % of Related Business		As a % of Related Business	
Core price	7.2 %	7.4 %	7.2 %	8.0 %
Average yield	4.9 %	5.5 %	5.1 %	6.5 %
Volume	(0.4)%	(1.5)%	(0.5)%	(1.2)%

During the three and nine months ended September 30, 2025, we experienced the following changes in our revenue as compared to the same periods in 2024:

- Average yield increased revenue by 4.0% and 4.2% for the three and nine months ended September 30, 2025, respectively, due to positive pricing changes in all lines of business.
- The fuel recovery fee program, which mitigates our exposure to changes in fuel prices, resulted in no change to revenue for the three months ended September 30, 2025, primarily due to the timing of implementing changes to the rates to reflect the increase in fuel prices compared to the same period in 2024. The fuel recovery fee program decreased revenue by 0.2% for the nine months ended September 30, 2025, due to a decrease in fuel prices compared to the same period in 2024.
- Volume decreased revenue for the three and nine months ended September 30, 2025 by 0.3% and 0.4%, respectively, primarily due to a decrease in volume in our collection lines of business as well as a decrease in solid waste volumes in our landfill line of business. The decline in revenue in our large-container collection line of business was primarily driven by a slowing in construction-related activity as well as adverse weather in January and February. The decline in our residential and small-container collection lines of business is primarily attributable to certain municipal contract losses and broker-related business.

The decrease in overall volume during the three and nine months ended September 30, 2025 was partially offset by an increase in construction and demolition and special waste volumes. The increase was primarily related to Hurricane

Helene recovery efforts and the Los Angeles area wildfire remediation. The increase in volume from these events increased revenue during the nine months ended September 30, 2025 by approximately \$100 million.

- The impact of the number of workdays resulted in no change to revenue during the three months ended September 30, 2025, as compared to the same period in 2024. Revenue decreased by 0.2% due to the impact of the number of workdays during the nine months ended September 30, 2025, as compared to the same period in 2024, which drove a decrease in volumes in our collection, landfill, and transfer lines of business.
- Recycling processing and commodity sales decreased revenue by 0.2% during the three months ended September 30, 2025, primarily due to a decrease in price for recycled commodities compared to the same period 2024. This decrease was largely offset by increased volumes at the Las Vegas Polymer Center, the opening of the Indianapolis Polymer Center and reopening a recycling center on the west coast. There was no change to revenue as a result of recycling processing and commodity sales during the nine months ended September 30, 2025, as compared to the same period in 2024. The average price for recycled commodities at our recycling centers, excluding glass and organics, for the three and nine months ended September 30, 2025 was \$126 and \$143 per ton, respectively, compared to \$177 and \$168 per ton for the same periods in 2024, respectively.

Changing market demand for recycled commodities causes volatility in commodity prices. At current volumes and mix of materials, we believe a \$10 per ton change in the price of recycled commodities would change both annual revenue and operating income by approximately \$11 million.

- Environmental solutions decreased revenue by 1.4% and 0.7% during the three and nine months ended September 30, 2025, respectively, primarily due to a decline in manufacturing and emergency response activity as well as a decrease in event-based volumes into our landfills.
- Acquisitions, net of divestitures, increased revenue by 1.6% and 1.3% during the three and nine months ended September 30, 2025, respectively, reflecting the results of our continued growth strategy of acquiring environmental services companies that complement and expand our existing business platform.

**Cost of Operations**

Cost of operations includes labor and related benefits, which consists of salaries and wages, health and welfare benefits, incentive compensation and payroll taxes. It also includes transfer and disposal costs representing tipping fees paid to third party disposal facilities and transfer stations; maintenance and repairs relating to our vehicles, equipment and containers, including related labor and benefit costs; transportation and subcontractor costs, which include costs for independent haulers that transport our waste to disposal facilities and costs for local operators that provide waste handling services associated with our National Accounts in markets outside our standard operating areas; fuel, which includes the direct cost of fuel used by our vehicles, net of fuel tax credits; disposal fees and taxes, consisting of landfill taxes, host community fees and royalties; landfill operating costs, which includes financial assurance, leachate disposal, remediation charges and other landfill maintenance costs; risk management costs, which include insurance premiums and claims; cost of goods sold, which includes material costs paid to suppliers; and other, which includes expenses such as facility operating costs, equipment rent and gains or losses on sale of assets used in our operations.

The following table summarizes the major components of our cost of operations for the three and nine months ended September 30, 2025 and 2024 (in millions of dollars and as a percentage of revenue):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
Labor and related benefits	\$ 812	19.3 %	\$ 814	20.0 %	\$ 2,475	19.9 %	\$ 2,412	20.1 %
Transfer and disposal costs	275	6.5	280	6.9	808	6.5	832	7.0
Maintenance and repairs	384	9.1	380	9.3	1,122	9.0	1,106	9.2
Transportation and subcontract costs	302	7.2	304	7.4	896	7.2	885	7.4
Fuel	120	2.8	113	2.8	349	2.8	360	3.0
Disposal fees and taxes	95	2.3	91	2.2	275	2.2	265	2.2
Landfill operating costs	99	2.3	88	2.1	292	2.3	275	2.3
Risk management	109	2.6	103	2.5	321	2.6	300	2.5
Other	227	5.4	194	4.8	648	5.2	598	5.0
Subtotal	2,423	57.5	2,367	58.0	7,186	57.7	7,033	58.7
Labor disruption	40	1.0	—	—	40	0.3	—	—
Total cost of operations	\$ 2,463	58.5 %	\$ 2,367	58.0 %	\$ 7,226	58.0 %	\$ 7,033	58.7 %

These cost categories may change from time to time and may not be comparable to similarly titled categories presented by other companies. As such, you should take care when comparing our cost of operations by component to that of other companies and of ours for prior periods.

The most significant items impacting our cost of operations during the three and nine months ended September 30, 2025 and 2024 are summarized below:

- Labor and related benefits increased in aggregate dollars for the nine months ended September 30, 2025 due to higher hourly and salaried wages as a result of annual merit increases. Partially offsetting these increases was the impact of one less workday compared to the nine months ended September 30, 2024.
- Transfer and disposal costs decreased primarily due to a decrease in collection volumes.  
During both the three and nine months ended September 30, 2025 and 2024, approximately 67% of the total solid waste volume we collected was disposed at landfill sites that we owned or operated (internalization).
- Maintenance and repairs expense increased in aggregate dollars due to higher hourly wages as a result of annual merit increases, parts inflation and an increase in third-party maintenance.
- Our fuel costs increased during the three months ended September 30, 2025 due to an increase in acquisition-related activity as well as the expiration of alternative fuel tax credits during the period. Our fuel costs decreased during the nine months ended September 30, 2025, primarily due to a decrease in the average diesel fuel price per gallon. The national average diesel fuel price per gallon for the three and nine months ended September 30, 2025 was \$3.76 and \$3.65, respectively, as compared to \$3.69 and \$3.83, respectively, for the same periods in 2024.  
At current consumption levels, we believe a twenty-cent per gallon change in the price of diesel fuel would change our fuel costs by approximately \$27 million per year. Offsetting these changes in fuel expense would be changes in our fuel recovery fee charged to our customers. At current participation rates, a twenty-cent per gallon change in the price of diesel fuel would change our fuel recovery fee by approximately \$38 million per year.
- Landfill operating costs increased primarily due to an increase in monitoring and maintenance costs on our gas and leachate extraction systems.
- Risk management expenses increased primarily due to higher premium costs.
- Other costs of operations increased due to increased occupancy and facility related expenses as well as a favorable non-recurring insurance recovery recognized during the nine months ended September 30, 2024.
- During the three and nine months ended September 30, 2025, we experienced labor disruptions in certain isolated markets. We incurred \$40 million of cost of operations primarily as a result of an increase in labor and other cost of operations.

**Depreciation, Depletion and Amortization of Property and Equipment**

The following table summarizes depreciation, depletion and amortization of property and equipment for the three and nine months ended September 30, 2025 and 2024 (in millions of dollars and as a percentage of revenue):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
Depreciation and amortization of property and equipment	\$ 267	6.3 %	\$ 255	6.3 %	\$ 792	6.4 %	\$ 744	6.2 %
Landfill depletion and amortization	139	3.3	128	3.1	418	3.3	378	3.2
Depreciation, depletion and amortization expense	\$ 406	9.6 %	\$ 383	9.4 %	\$ 1,210	9.7 %	\$ 1,122	9.4 %

Depreciation and amortization of property and equipment increased for the three and nine months ended September 30, 2025, largely due to an increased investment in trucks and the supporting infrastructure as well as the addition of assets through acquisitions.

Landfill depletion and amortization expense increased for the three and nine months ended September 30, 2025 due to increased construction and demolition volumes related to the Hurricane Helene recovery efforts and increased special waste volumes attributable to the Los Angeles area wildfire remediation. Landfill depletion and amortization expense also increased due to an increase in our overall average depletion rate.

**Amortization of Other Intangible Assets**

Amortization of other intangible assets primarily relates to customer relationships. Expenses for amortization of other intangible assets were \$22 million and \$65 million, or 0.5% of revenue, for the three and nine months ended September 30, 2025, respectively, compared to \$18 million and \$54 million, or 0.4% of revenue, for the same periods in 2024, respectively. Amortization expense increased due to assets added through acquisition activity

**Amortization of Other Assets**

Our other assets primarily relate to the prepayment of fees and capitalized implementation costs associated with cloud-based hosting arrangements. Expenses for amortization of other assets were \$31 million and \$81 million, or 0.7% of revenue, for the three and nine months ended September 30, 2025, respectively, compared to \$21 million and \$58 million, or 0.6% and 0.5% of revenue, for the same periods in 2024, respectively.

**Accretion Expense**

Accretion expense was \$29 million and \$85 million, or 0.7% of revenue, for the three and nine months ended September 30, 2025, respectively, compared to \$26 million and \$80 million, or 0.7% of revenue, for the same periods in 2024, respectively.

**Selling, General and Administrative Expenses**

Selling, general and administrative expenses include salaries, health and welfare benefits, and incentive compensation for corporate and field general management, field support functions, sales force, accounting and finance, legal, management information systems, and clerical and administrative departments. Other expenses include rent and office costs, fees for professional services provided by third parties, legal settlements, marketing, investor and community relations services, directors' and officers' insurance, general employee relocation, travel, entertainment and bank charges. Restructuring charges are excluded from selling, general and administrative expenses and are discussed separately.

The following table summarizes our selling, general and administrative expenses for the three and nine months ended September 30, 2025 and 2024 (in millions of dollars and as a percentage of revenue):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
Salaries and related benefits	\$ 269	6.4 %	\$ 278	6.9 %	\$ 842	6.8 %	\$ 834	6.9 %
Provision for doubtful accounts	9	0.2	—	—	27	0.2	20	0.2
Other	144	3.4	128	3.1	405	3.2	373	3.1
Total selling, general and administrative expenses	\$ 422	10.0 %	\$ 406	10.0 %	\$ 1,274	10.2 %	\$ 1,227	10.2 %

These cost categories may change from time to time and may not be comparable to similarly titled categories presented by other companies. As such, you should take care when comparing our selling, general and administrative expenses by cost component to those of other companies and of ours for prior periods.

The most significant items affecting our selling, general and administrative expenses during the three and nine months ended September 30, 2025 and 2024 are summarized below:

- Salaries and related benefits decreased for the three months ended September 30, 2025 primarily due to a decrease in management incentive compensation. Salaries and related benefits increased in aggregate dollars for the nine months ended September 30, 2025 primarily due to higher wages and benefits resulting from annual merit increases, partially offset by a decrease in management incentive compensation.
- Other selling, general and administrative expenses increased during the three and nine months ended September 30, 2025 primarily due to an unfavorable legal settlement recognized during the period.

**Restructuring Charges**

For a discussion of Restructuring Charges incurred during the three and nine months ended September 30, 2025 and 2024, see *Overview* of this *Management's Discussion and Analysis of Financial Condition and Results of Operations*.

### Interest Expense

The following table provides the components of interest expense, including accretion of debt discounts and accretion of discounts primarily associated with environmental and risk insurance liabilities assumed in acquisitions, for the three and nine months ended September 30, 2025 and 2024 (in millions of dollars):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Interest expense on debt	\$ 126	\$ 121	\$ 378	\$ 357
Non-cash interest	20	19	57	54
Less: capitalized interest	(3)	(2)	(7)	(5)
Total interest expense	\$ 143	\$ 138	\$ 428	\$ 406

Total interest expense for the three and nine months ended September 30, 2025 increased primarily due to a higher overall debt balance as well as higher interest rates on our debt compared to the same periods in 2024.

For the nine months ended September 30, 2025 and 2024, cash paid for interest, excluding net swap settlements for our floating-to-fixed interest rate swap, was \$355 million and \$345 million, respectively.

As of September 30, 2025, we had \$1,941 million of principal floating rate debt. If interest rates increased or decreased by 100 basis points on our floating rate debt, annualized interest expense and net cash payments for interest would increase or decrease by approximately \$19 million.

### Income Taxes

Our effective tax rate, exclusive of non-controlling interests, for the three and nine months ended September 30, 2025 was 14.7% and 21.4%, respectively. Our effective tax rate, exclusive of non-controlling interests, for the three and nine months ended September 30, 2024, was 12.5% and 19.4%, respectively. Our effective tax rate for the three and nine months ended September 30, 2025 reflects a benefit of \$65 million due to our investments in renewable energy assets, \$8 million and \$18 million, respectively, due to investments in renewable natural gas projects and commercial electric vehicles, and \$9 million due to the realization of additional federal and state tax benefits, as well as adjustments to deferred taxes due to the completion of our 2024 tax returns.

Our effective tax rate for the three and nine months ended September 30, 2024 reflected a benefit of \$81 million and \$122 million, respectively, due to our investments in renewable energy assets qualifying for tax credits under Section 48 of the Internal Revenue Code, \$6 million due to the realization of additional federal and state tax benefits, as well as adjustments to deferred taxes due to the completion of our 2023 tax returns.

For the nine months ended September 30, 2025 and 2024, net cash paid for income taxes was \$166 million and \$183 million, respectively.

On July 4, 2025, the One Big Beautiful Bill Act (the "Act") was signed into law. The Act, among other things, implemented changes to the tax treatment relating to bonus depreciation, research and experimental expenditures and interest expense, and included phase-outs and restrictions on several clean energy tax incentives. The Company does not expect the Act to have a material impact on our effective tax rate. We expect to recognize approximately \$80 million of cash tax benefit during the year ended December 31, 2025 as a result of changes to bonus depreciation.

For additional discussion and detail regarding our income taxes, see Note 8, *Income Taxes*, to our unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

### Reportable Segments

Our senior management evaluates, oversees and manages the financial performance of our operations through three field groups, referred to as Group 1, Group 2 and Group 3. Group 1 is our recycling and waste business operating primarily in geographic areas located in the western United States. Group 2 is our recycling and waste business operating primarily in geographic areas located in the southeastern and mid-western United States, the eastern seaboard of the United States, and Canada. Group 3 is our environmental solutions business operating in geographic areas located across the United States and Canada. These groups are presented below as our reportable segments, which each provide integrated environmental services, including but not limited to collection, transfer, recycling and disposal.

Corporate entities and other includes marketing, operations support, business development, legal, tax, treasury, information technology, risk management, human resources and other administrative functions. National Accounts revenue included in Corporate entities and other represents the portion of revenue generated from nationwide and regional contracts in markets outside our operating areas where the associated material handling is subcontracted to local operators. Consequently, substantially all of this revenue is offset with related subcontract costs, which are recorded in cost of operations. Revenue and

overhead costs of Corporate entities and other are either specifically assigned or allocated on a rational and consistent basis among our reportable segments to calculate Adjusted EBITDA.

Adjusted EBITDA is the single financial measure our chief operating decision maker (CODM) uses to evaluate operating segment profitability and determine resource allocations. Cost of operations and selling, general and administrative are significant segment expenses used in the evaluation. Summarized financial information regarding our reportable segments for the three and nine months ended September 30, 2025 and 2024 (in millions of dollars) follows. For totals as well as further detail regarding our reportable segments and the adjustments used to calculate Adjusted EBITDA for each segment, see Note 12, *Segment Reporting*, of the notes to our unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

	Group 1	Group 2	Recycling & Waste Subtotal <sup>(1)</sup>	Group 3 (Environmental Solutions)	Corporate entities and other	Total
<b>Three Months Ended September 30, 2025</b>						
Gross revenue	\$ 2,191	\$ 2,108	\$ 4,299	\$ 440	\$ 88	\$ 4,827
Intercompany revenue	(320)	(274)	(594)	(13)	(8)	(615)
Revenue allocations	39	35	74	6	(80)	—
Net revenue	1,910	1,869	3,779	433	—	4,212
Cost of operations	1,077	1,110	2,187	276	—	2,463
Selling, general and administrative	184	169	353	69	—	422
Other segment items	(11)	(45)	(56)	—	—	(56)
Adjusted EBITDA	\$ 660	\$ 635	\$ 1,295	\$ 88	\$ —	\$ 1,383
Capital expenditures	\$ 171	\$ 171	\$ 342	\$ 45	\$ 57	\$ 444
Total assets	\$ 14,207	\$ 11,495	\$ 25,702	\$ 5,140	\$ 2,947	\$ 33,789

<b>Three Months Ended September 30, 2024</b>						
Gross revenue	\$ 2,071	\$ 2,056	\$ 4,127	\$ 467	\$ 86	\$ 4,680
Intercompany revenue	(304)	(274)	(578)	(12)	(14)	(604)
Revenue allocations	31	31	62	10	(72)	—
Net revenue	1,798	1,813	3,611	465	—	4,076
Cost of operations	1,028	1,057	2,085	282	—	2,367
Selling, general and administrative	173	167	340	66	—	406
Adjusted EBITDA	\$ 597	\$ 589	\$ 1,186	\$ 117	\$ —	\$ 1,303
Capital expenditures	\$ 244	\$ 161	\$ 405	\$ 33	\$ 16	\$ 454
Total assets	\$ 13,515	\$ 11,240	\$ 24,755	\$ 4,470	\$ 2,589	\$ 31,814

(1) The Recycling & Waste Subtotal represents the combined results of our Group 1 and Group 2 reportable segments.

	Group 1	Group 2	Recycling & Waste Subtotal <sup>(1)</sup>	Group 3 (Environmental Solutions)	Corporate entities and other	Total
<b>Nine Months Ended September 30, 2025</b>						
Gross revenue	\$ 6,439	\$ 6,228	\$ 12,667	\$ 1,360	\$ 273	\$ 14,300
Intercompany revenue	(953)	(810)	(1,763)	(38)	(43)	(1,844)
Revenue allocations	107	101	208	22	(230)	—
Net revenue	5,593	5,519	11,112	1,344	—	12,456
Cost of operations	3,169	3,209	6,378	848	—	7,226
Selling, general and administrative	553	512	1,065	209	—	1,274
Other Segment Items	(11)	(45)	(56)	—	—	(56)
Adjusted EBITDA	\$ 1,882	\$ 1,843	\$ 3,725	\$ 287	\$ —	\$ 4,012
Capital expenditures	\$ 554	\$ 444	\$ 998	\$ 118	\$ 194	\$ 1,310
Total assets	\$ 14,207	\$ 11,495	\$ 25,702	\$ 5,140	\$ 2,947	\$ 33,789
<b>Nine Months Ended September 30, 2024</b>						
Gross revenue	\$ 6,083	\$ 6,068	\$ 12,151	\$ 1,375	\$ 258	\$ 13,784
Intercompany revenue	(907)	(805)	(1,712)	(36)	(50)	(1,798)
Revenue allocations	94	92	186	22	(208)	—
Net revenue	5,270	5,355	10,625	1,361	—	11,986
Cost of operations	3,037	3,153	6,190	843	—	7,033
Selling, general and administrative	523	502	1,025	202	—	1,227
Adjusted EBITDA	\$ 1,710	\$ 1,700	\$ 3,410	\$ 316	\$ —	\$ 3,726
Capital expenditures	\$ 554	\$ 426	\$ 980	\$ 92	\$ 285	\$ 1,357
Total assets	\$ 13,515	\$ 11,240	\$ 24,755	\$ 4,470	\$ 2,589	\$ 31,814

(1) The Recycling & Waste Subtotal represents the combined results of our Group 1 and Group 2 reportable segments.

Significant changes in the revenue and Adjusted EBITDA of our reportable segments comparing the three and nine months ended September 30, 2025 and 2024 are discussed below.

### Group 1

Adjusted EBITDA in Group 1 increased from \$597 million and \$1,710 million for the three and nine months ended September 30, 2024, respectively, to \$660 million and \$1,882 million for the three and nine months ended September 30, 2025, respectively.

The most significant items impacting adjusted EBITDA in Group 1 during the three and nine months ended September 30, 2025 compared to the three and nine months ended September 30, 2024 include:

- Net revenue for the three and nine months ended September 30, 2025 increased 6.2% and 6.1%, respectively, due to an increase in average yield in all lines of business and higher special waste volumes in our landfill line of business. The increase in special waste volumes was primarily driven by the Los Angeles area wildfire remediation. The increases were partially offset by decreased volume in our large-container and residential collection lines of business. The decrease in volume was also negatively impacted by lower solid waste and construction and demolition volumes in our landfill line of business.
- Cost of operations increased primarily due to an increase in labor costs, equipment maintenance and insurance premiums.

**Group 2**

Adjusted EBITDA in Group 2 increased from \$589 million and \$1,700 million for the three and nine months ended September 30, 2024, respectively, to \$635 million and \$1,843 million for the three and nine months ended September 30, 2025, respectively.

The most significant items impacting adjusted EBITDA in Group 2 during the three and nine months ended September 30, 2025 compared to the three and nine months ended September 30, 2024 include:

- Net revenue for the three and nine months ended September 30, 2025 increased 3.1% and 3.0%, respectively, due to an increase in average yield in all lines of business and increased volumes in our landfill line of business. The increase in volume in our landfill line of business was primarily due to increased construction and demolition volume related to the Hurricane Helene recovery efforts as well as increased special waste. These increases were partially offset by decreased volumes in our collection and transfer lines of business.
- Cost of operations increased primarily due to an increase in our insurance premiums.

**Group 3**

Adjusted EBITDA in Group 3 decreased from \$117 million for the three months ended September 30, 2024 to \$88 million for the three months ended September 30, 2025. Adjusted EBITDA in Group 3 decreased from \$316 million for the nine months ended September 30, 2024 to \$287 million for the nine months ended September 30, 2025.

The most significant items impacting adjusted EBITDA in Group 3 during the three and nine months ended September 30, 2025 compared to the three and nine months ended September 30, 2024 include:

- Net revenue for the three and nine months ended September 30, 2025 decreased primarily due to a decline in manufacturing and emergency response activity as well as a decrease in event-based volumes into our landfills, partially offset by acquisition related growth and price increases relative to the same respective periods in 2024.
- Cost of operations decreased for the three months ended September 30, 2025 primarily due to a decrease in subcontract costs partially offset by higher labor costs relative to the same respective period in 2024.
- Cost of operations increased for the nine months ended September 30, 2025 primarily due to an increase in labor costs partially offset by a decrease in subcontract costs relative to the same period in 2024.

**Landfill and Environmental Matters**

**Available Airspace**

As of September 30, 2025, we owned or operated 209 active landfills with total available disposal capacity estimated to be 5.1 billion in-place cubic yards. For these landfills, the following table reflects changes in capacity and remaining capacity, as measured in cubic yards of airspace:

	Balance as of December 31, 2024	New Expansions Undertaken	Landfills Acquired, Net of Divestitures	Permits Granted / New Sites, Net of Closures	Airspace Consumed	Changes in Engineering Estimates	Balance as of September 30, 2025
<b>Cubic yards (in millions):</b>							
Permitted airspace	4,745	—	72	146	(66)	(2)	4,895
Probable expansion airspace	282	15	—	(142)	—	—	155
Total cubic yards (in millions)	5,027	15	72	4	(66)	(2)	5,050
<b>Number of sites:</b>							
Permitted airspace	208	—	2	(1)			209
Probable expansion airspace	14	1	—	(3)			12

Total available disposal capacity represents the sum of estimated permitted airspace plus an estimate of probable expansion airspace. Engineers develop these estimates at least annually using information provided by annual aerial surveys. Before airspace included in an expansion area is determined to be probable expansion airspace and, therefore, included in our calculation of total available disposal capacity, it must meet all of our expansion criteria.

As of September 30, 2025, 12 of our landfills met all of our criteria for including their probable expansion airspace in our total available disposal capacity. At projected annual volumes, these 12 landfills have an estimated remaining average site life of 30 years, including probable expansion airspace. The average estimated remaining life of all of our landfills is 56 years. We have other expansion opportunities that are not included in our total available airspace because they do not meet all of our criteria for treatment as probable expansion airspace.

**Remediation and Other Charges for Landfill Matters**

It is reasonably possible that we will need to adjust our accrued landfill and environmental liabilities to reflect the effects of new or additional information, to the extent that such information impacts the costs, timing or duration of the required actions. Future changes in our estimates of the costs, timing or duration of the required actions could have a material adverse effect on our consolidated financial position, results of operations and cash flows.

For a description of our significant remediation matters, see Note 6, *Landfill and Environmental Costs*, of the notes to our unaudited consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.

**Property and Equipment**

The following tables reflect the activity in our property and equipment accounts for the nine months ended September 30, 2025:

Gross Property and Equipment								
	Balance as of December 31, 2024	Capital Additions	Retirements	Acquisitions, Net of Divestitures	Non-cash Additions for Asset Retirement Obligations	Adjustments for Asset Retirement Obligations	Impairments, Transfers, Foreign Currency Translation and Other Adjustments	Balance as of September 30, 2025
Land	\$ 897	\$ 28	\$ (2)	\$ 35	\$ —	\$ —	\$ 24	\$ 982
Landfill development costs	10,518	21	—	37	57	4	306	10,943
Vehicles and equipment	10,998	491	(296)	65	—	—	157	11,415
Buildings and improvements	2,119	18	—	47	—	—	191	2,375
Construction-in-progress - landfill	437	354	—	—	—	—	(309)	482
Construction-in-progress - other	575	368	—	6	—	—	(371)	578
<b>Total</b>	<b>\$ 25,544</b>	<b>\$ 1,280</b>	<b>\$ (298)</b>	<b>\$ 190</b>	<b>\$ 57</b>	<b>\$ 4</b>	<b>\$ (2)</b>	<b>\$ 26,775</b>

  

Accumulated Depreciation, Depletion and Amortization								
	Balance as of December 31, 2024	Additions Charged to Expense	Retirements	Acquisitions, Net of Divestitures	Adjustments for Asset Retirement Obligations	Impairments, Transfers, Foreign Currency Translation and Other Adjustments	Balance as of September 30, 2025	
Landfill development costs	\$ (6,031)	\$ (413)	\$ —	\$ —	\$ (5)	\$ —	\$ (6,449)	
Vehicles and equipment	(6,692)	(709)	288	2	—	4	(7,107)	
Buildings and improvements	(944)	(84)	—	2	—	(1)	(1,027)	
<b>Total</b>	<b>\$ (13,667)</b>	<b>\$ (1,206)</b>	<b>\$ 288</b>	<b>\$ 4</b>	<b>\$ (5)</b>	<b>\$ 3</b>	<b>\$ (14,583)</b>	

**Liquidity and Capital Resources**

**Cash and Cash Equivalents**

The following is a summary of our cash and cash equivalents and restricted cash and marketable securities balances as of:

	September 30, 2025	December 31, 2024
Cash and cash equivalents	\$ 84	\$ 74
Restricted cash and marketable securities	225	208
Less: restricted marketable securities	(84)	(79)
Cash, cash equivalents, restricted cash and restricted cash equivalents	<u>\$ 225</u>	<u>\$ 203</u>

Our restricted cash and marketable securities includes amounts pledged to regulatory agencies and governmental entities as financial guarantees of our performance under certain collection, landfill and transfer station contracts and permits, and relating to our final capping, closure and post-closure obligations at our landfills as well as restricted cash and marketable securities related to our insurance obligations.

The following table summarizes our restricted cash and marketable securities:

	September 30, 2025	December 31, 2024
Capping, closure and post-closure obligations	\$ 66	\$ 59
Insurance	159	149
Total restricted cash and marketable securities	<u>\$ 225</u>	<u>\$ 208</u>

### ***Material Cash Requirements and Intended Uses of Cash***

We expect existing cash, cash equivalents, restricted cash and marketable securities, cash flows from operations and financing activities to continue to be sufficient to fund our operating activities and cash commitments for investing and financing activities for at least the next 12 months and thereafter for the foreseeable future. Our known current- and long-term uses of cash include, among other possible demands: (1) capital expenditures and leases; (2) acquisitions; (3) dividend payments; (4) payments to service debt and other long-term obligations; (5) payments for asset retirement obligations and environmental liabilities; and (6) share repurchases.

We may choose to voluntarily retire certain portions of our outstanding debt before their maturity dates using cash from operations or additional borrowings. We may also explore opportunities in the capital markets to fund redemptions should market conditions be favorable. Early extinguishment of debt will result in an impairment charge in the period in which the debt is repaid. The loss on early extinguishment of debt relates to premiums paid to effectuate the repurchase and the relative portion of unamortized note discounts and debt issue costs.

### ***Acquisitions***

Our acquisition growth strategy focuses primarily on acquiring privately held recycling and waste companies and environmental solutions businesses that complement our existing business platform. We continue to invest in value-enhancing acquisitions in existing markets.

We expect to invest at least \$1.1 billion in acquisitions in 2025.

### ***Summary of Cash Flow Activity***

The major components of changes in cash flows are discussed in the following paragraphs. The following table summarizes our cash flow from operating activities, investing activities and financing activities for the nine months ended September 30, 2025 and 2024:

	Nine Months Ended September 30,	
	2025	2024
Cash Provided by Operating Activities	\$ 3,315	\$ 2,914
Cash Used in Investing Activities	\$ (2,571)	\$ (1,749)
Cash Used in Financing Activities	\$ (723)	\$ (1,188)

### ***Cash Flows Provided by Operating Activities***

We use cash flows from operations to fund our operating activities, capital expenditures and leases, acquisitions, dividend payments, share repurchases, interest payments and repayments of debt and other long-term obligations, and payments for asset retirement obligations and environmental liabilities.

The most significant items affecting the comparison of our cash flows provided by operating activities for the nine months ended September 30, 2025 and 2024 are summarized below.

Changes in assets and liabilities, net of effects from business acquisitions and divestitures, decreased our cash flow from operations by \$35 million during the nine months ended September 30, 2025, compared to a decrease of \$243 million during the same period in 2024, primarily as a result of the following:

- Our accounts receivable, exclusive of the change in allowance for doubtful accounts and customer credits, increased \$78 million during the nine months ended September 30, 2025 due to the timing of billings net of collections, compared to a \$100 million increase in the same period in 2024. As of September 30, 2025, our days sales outstanding were 41.0, or 30.2 days net of deferred revenue, compared to 41.2, or 30.4 days net of deferred revenue, as of September 30, 2024.
- Our prepaid expenses and other assets increased \$93 million during the nine months ended September 30, 2025, compared to a \$59 million increase in the same period in 2024. The increase in prepaid expenses and other assets during the nine months ended September 30, 2025 is primarily driven by an increase in costs associated with cloud-

based hosting arrangements and prepaid insurance premiums, partially offset by a decrease of income tax receivables due to the timing of our estimated tax payments.

- Our accounts payable increased \$23 million during the nine months ended September 30, 2025, compared to a \$26 million decrease in the same period in 2024, due to the timing of payments.
- Cash paid for capping, closure and post-closure obligations was \$38 million during the nine months ended September 30, 2025, compared to \$35 million in the same period in 2024.
- Cash paid for remediation obligations was \$14 million lower during the nine months ended September 30, 2025, compared to the same period in 2024.
- Our other liabilities increased \$182 million during the nine months ended September 30, 2025, compared to a \$22 million increase in the same period in 2024, primarily due to the timing of payments for accrued payroll and an increase in insurance reserves.

In addition, cash paid for interest, excluding net swap settlements for our floating-to-fixed interest rate swaps, was \$355 million and \$345 million for the nine months ended September 30, 2025 and 2024, respectively. Cash paid for incomes taxes was \$166 million and \$183 million for the nine months ended September 30, 2025 and 2024, respectively.

#### ***Cash Flows Used in Investing Activities***

The most significant items affecting the comparison of our cash flows used in investing activities for the nine months ended September 30, 2025 and 2024 are summarized below:

- Capital expenditures during the nine months ended September 30, 2025 were \$1,310 million, compared with \$1,357 million for the same period in 2024.
- During the nine months ended September 30, 2025 and 2024, we paid \$1,259 million and \$400 million, respectively, for acquisitions and investments.

We intend to finance future capital expenditures and acquisitions through cash on hand, restricted cash held for capital expenditures, cash flows from operations, our revolving credit facilities, and tax-exempt bonds and other financings.

#### ***Cash Flows Used in Financing Activities***

The most significant items affecting the comparison of our cash flows used in financing activities for the nine months ended September 30, 2025 and 2024 are summarized below:

- During the nine months ended September 30, 2025, we issued \$1,200 million of senior notes for cash proceeds, net of discounts and fees, of \$1,183 million. During the nine months ended September 30, 2024, we issued \$900 million of senior notes for cash proceeds, net of discounts and fees, of \$889 million. Net payments from notes payable and long-term debt were \$743 million during the nine months ended September 30, 2025, compared to net payments of \$1,219 million during the same period in 2024. For a more detailed discussion, see the *Financial Condition* section of this Management's Discussion and Analysis of Financial Condition and Results of Operations.
- During the nine months ended September 30, 2025, we repurchased 2.6 million shares of our common stock for \$599 million, which included the cash paid for excise tax on share repurchases, compared to repurchases of 1.7 million shares for \$321 million during the same period in 2024.
- Dividends paid were \$544 million and \$505 million during the nine months ended September 30, 2025 and 2024, respectively.

### **Financial Condition**

#### ***Debt Obligations***

As of September 30, 2025, we had \$921 million of principal debt maturing within the next 12 months, which includes certain finance lease obligations. All of our tax-exempt financings are remarketed either quarterly or semiannually by remarketing agents to effectively maintain a variable yield, with the exception of three tax-exempt financings each with initial remarketing periods of 10 years. The holders of the bonds can put them back to the remarketing agents at the end of each interest period. If the remarketing agents are unable to remarket our bonds, the remarketing agents can put the bonds to us. In the event of a failed remarketing, as of September 30, 2025, we had availability under our Credit Facility to fund the repurchase of these bonds until they are remarketed successfully. In the event of a failed re-borrowing under our commercial paper program, as of September 30, 2025, we had availability under our Credit Facility to fund the commercial paper program until it is re-borrowed successfully. Accordingly, we have classified these tax-exempt financings and commercial paper program borrowings as long-term in our unaudited consolidated balance sheet as of September 30, 2025.

For further discussion of the components of our overall debt, see Note 7, *Debt*, of the notes to our unaudited consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.

### **Credit Facilities**

#### *Uncommitted Credit Facility*

In January 2022, we entered into a \$200 million unsecured uncommitted revolving credit facility (the Uncommitted Credit Facility). The Uncommitted Credit Facility bears interest at an annual percentage rate to be agreed upon by both parties. Borrowings under the Uncommitted Credit Facility can be used for working capital, letters of credit, and other general corporate purposes. The agreement governing our Uncommitted Credit Facility requires us to comply with certain covenants. The Uncommitted Credit Facility may be terminated by either party at any time. As of September 30, 2025, we had \$68 million of borrowings outstanding under our Uncommitted Credit Facility. As of December 31, 2024, we had no borrowings outstanding under our Uncommitted Credit Facility.

#### *The Credit Facility*

In July 2024, we and our subsidiary, USE Canada Holdings, Inc. (the Canadian Borrower) entered into the Second Amended and Restated Credit Agreement (the Credit Facility) which amended and restated the unsecured revolving credit facility we entered into in August 2021. The total outstanding principal amount that we may borrow under the Credit Facility may not exceed the current aggregate lenders' commitments of \$3.5 billion, and borrowings under the Credit Facility mature in July 2029. We have the right to request two one-year extensions of the maturity date, but none of the lenders are committed to participate in such extensions. The Credit Facility also includes a feature that allows us to increase availability, at our option, by an aggregate amount of up to \$1 billion through increased commitments from existing lenders or the addition of new lenders.

All loans to the Canadian Borrower and all loans denominated in Canadian dollars cannot exceed \$1 billion (the Canadian Sublimit). The Canadian Sublimit is part of, and not in addition to, the aggregate commitments under the Credit Facility.

Borrowings under the Credit Facility in United States dollars bear interest at a Base Rate, a daily floating SOFR or a term SOFR, plus a current applicable margin of 0.805% based on our Debt Ratings (all as defined in the Credit Facility agreement). Canadian dollar-denominated loans bear interest based on the Canadian Prime Rate or the Canadian Dollar Offered Rate, plus a current applicable margin of 0.805% based on our Debt Ratings. As of September 30, 2025 and December 31, 2024, C\$204 million and C\$232 million, respectively, were outstanding against the Canadian Sublimit.

The Credit Facility is subject to facility fees based on applicable rates defined in the Credit Facility agreement and the aggregate commitment, regardless of usage. The Credit Facility can be used for working capital, capital expenditures, acquisitions, letters of credit and other general corporate purposes. The Credit Facility agreement requires us to comply with financial and other covenants. We may pay dividends and repurchase common stock if we are in compliance with these covenants.

We had \$147 million and \$514 million of borrowings outstanding under the Credit Facility as of September 30, 2025 and December 31, 2024, respectively. We had \$320 million and \$317 million of letters of credit outstanding under our Credit Facility as of September 30, 2025 and December 31, 2024, respectively. We also had \$598 million and \$477 million of principal borrowings outstanding (net of related discount on issuance) under our commercial paper program as of September 30, 2025 and December 31, 2024, respectively. As a result, availability under our Credit Facility was \$2.4 billion and \$2.2 billion as of September 30, 2025 and December 31, 2024, respectively.

#### *Financial and Other Covenants*

The Credit Facility requires us to comply with financial and other covenants. To the extent we are not in compliance with these covenants, we cannot pay dividends or repurchase common stock. Compliance with covenants also is a condition for any incremental borrowings under the Credit Facility, and failure to meet these covenants would enable the lenders to require repayment of any outstanding loans (which would adversely affect our liquidity). Additionally, if we are not in compliance with these covenants, we could not use the availability under our Credit Facility to fund borrowings we currently make under our commercial paper program, if there is a failed reborrowing under that program. The Credit Facility provides that our total debt to EBITDA ratio may not exceed 3.75 to 1.00 as of the last day of any fiscal quarter. In the case of an "elevated ratio period", which may be elected by us if one or more acquisitions during a fiscal quarter involve aggregate consideration in excess of \$200.0 million (the Trigger Quarter), the total debt to EBITDA ratio may not exceed 4.25 to 1.00 during the Trigger Quarter and for the three fiscal quarters thereafter. The Credit Facility also provides that there may not be more than two elevated ratio periods during the term of the Credit Facility agreement. As of September 30, 2025, our total debt to EBITDA ratio was approximately 2.5 compared to the 3.75 maximum allowed. As of September 30, 2025, we were in compliance with all other covenants under our Credit Facility.

EBITDA, which is a non-U.S. GAAP measure, is calculated as defined in our Credit Facility agreement. In this context, EBITDA is used solely to provide information regarding the extent to which we are in compliance with debt covenants and is not comparable to EBITDA used by other companies or used by us for other purposes.

Failure to comply with the financial and other covenants under the Credit Facility, as well as the occurrence of certain material adverse events, would constitute defaults and would allow the lenders under the Credit Facility to accelerate the maturity of all indebtedness under the Credit Facility. This could have an adverse effect on the availability of financial assurances. In addition, maturity acceleration on the Credit Facility constitutes an event of default under certain of our other debt and derivative instruments. If such acceleration were to occur, we would not have sufficient liquidity available to repay the indebtedness. We would likely have to seek an amendment under the Credit Facility for relief from the financial covenant or repay the debt with proceeds from the issuance of new debt or equity, or asset sales, if necessary. We may be unable to amend the Credit Facility or raise sufficient capital to repay such obligations in the event the maturity is accelerated.

#### ***Commercial Paper Program***

In May 2022, we entered into a commercial paper program for the issuance and sale of unsecured commercial paper in an aggregate principal amount not to exceed \$500 million outstanding at any one time (the Commercial Paper Cap). In August 2022, the Commercial Paper Cap was increased to \$1.0 billion, and in October 2023, was increased to \$1.5 billion. The weighted average interest rate for borrowings outstanding as of September 30, 2025 is 4.249% with a weighted average maturity of approximately 8 days. The weighted average interest rate for borrowings outstanding as of December 31, 2024 is 4.646% with a weighted average maturity of approximately 18 days.

We had \$598 million and \$477 million principal value of commercial paper issued and outstanding under the program as of September 30, 2025 and December 31, 2024, respectively. In the event of a failed re-borrowing, we currently have availability under our Credit Facility to fund amounts currently borrowed under the commercial paper program until they are re-borrowed successfully. Accordingly, we have classified these borrowings as long-term in our consolidated balance sheet as of September 30, 2025 and December 31, 2024, respectively.

#### ***Senior Notes and Debentures***

In June 2024, we issued \$400 million of 5.000% senior notes due 2029 and \$500 million of 5.200% senior notes due 2034. We used the proceeds from the June 2024 notes issuance for general corporate purposes, including the repayment of a portion of amounts outstanding under the Commercial Paper Program and the Credit Facility; and repayment of the remaining amount outstanding under the Uncommitted Credit Facility and certain debt obligations.

In March 2025, we issued \$500 million of 4.750% senior notes due 2030 and \$700 million of 5.150% senior notes due 2035. We used the proceeds from the March 2025 notes issuance for general corporate purposes, including the repayment of a portion of amounts outstanding on our Credit Facility and a portion of outstanding borrowings under the Commercial Paper Program.

Our senior notes and debentures are general unsecured and unsubordinated obligations and rank equally with our other unsecured obligations.

#### ***Tax-Exempt Financings***

As of both September 30, 2025 and December 31, 2024, we had \$1.4 billion of tax-exempt financings outstanding, with maturities ranging from 2026 to 2054 for both periods.

#### ***Finance Leases and Other***

As of September 30, 2025 and December 31, 2024, we had finance leases and other liabilities of \$400 million and \$315 million, respectively, with maturities ranging from 2025 to 2063 for both periods.

In our unaudited consolidated balance sheet as of September 30, 2025, finance leases and other included \$120 million related to the construction of an office building located in Phoenix, Arizona, which has been accounted for as a financing obligation. The amount is recorded within long-term debt, net of current maturities.

#### ***Credit Ratings***

Our continued access to the debt capital markets and to new financing facilities, as well as our borrowing costs, depend on multiple factors, including market conditions, our operating performance and maintaining strong credit ratings. As of September 30, 2025, our credit ratings were A-, A3 and A- by Standard & Poor's Ratings Services, Moody's Investors Service and Fitch Ratings, Inc, respectively. If our credit ratings were downgraded, especially any downgrade to below investment grade, our ability to access the debt markets with the same flexibility that we have experienced historically, our cost of funds and other terms for new debt issuances, could be adversely impacted.

#### ***Off-Balance Sheet Arrangements***

We have no off-balance sheet debt or similar obligations, other than short-term operating leases and financial assurances, which are not classified as debt. We have no transactions or obligations with related parties that are not disclosed, consolidated into or reflected in our reported financial position or results of operations. We have not guaranteed any third-party debt.

### **Seasonality and Severe Weather**

Our operations can be adversely affected by periods of inclement or severe weather, which could increase the volume of waste collected under our existing contracts (without corresponding compensation), delay the collection and disposal of waste, reduce the volume of waste delivered to our disposal sites, or delay the construction or expansion of our landfills and other facilities. Our operations also can be favorably affected by severe weather, which could increase the volume of waste in situations where we are able to charge for our additional services.

### **Contingencies**

For a description of our commitments and contingencies, see Note 6, *Landfill and Environmental Costs*, Note 8, *Income Taxes*, and Note 14, *Commitments and Contingencies*, to our unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

### **Critical Accounting Judgments and Estimates**

We identified and discussed our critical accounting judgments and estimates in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024. Although we believe our estimates and judgments are reasonable, they are based upon information available at the time the judgment or estimate is made. Actual results may differ significantly from estimates under different assumptions or conditions.

### **New Accounting Pronouncements**

For a description of new accounting standards that may affect us, see Note 1, *Basis of Presentation*, to our unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

### **Fuel Price Risk**

Fuel costs represent a significant operating expense. When economically practical, we may enter into new fuel hedges, renew contracts, or engage in other strategies to mitigate market risk. As of September 30, 2025, we had no fuel hedges in place. While we charge fuel recovery fees to a majority of our customers, we are unable to charge such fees to all customers.

At current consumption levels, we believe a twenty-cent per gallon change in the price of diesel fuel would change our fuel costs by approximately \$27 million per year. Offsetting these changes in fuel expense would result in changes in our fuel recovery fee charged to our customers. At current participation rates, we believe a twenty-cent per gallon change in the price of diesel fuel would change our fuel recovery fee by approximately \$38 million per year.

Our operations also require the use of certain petrochemical-based products (such as liners at our landfills) the cost of which may vary with the price of petrochemicals. An increase in the price of petrochemicals could increase the cost of those products, which would increase our operating and capital costs. We also are susceptible to increases in fuel recovery fees from our vendors.

Our fuel costs were \$349 million during the nine months ended September 30, 2025, or 3% of revenue, compared to \$360 million, or 3% of revenue, during the comparable period in 2024.

### **Commodities Price Risk**

We market recovered materials such as old corrugated containers and old newsprint from our recycling centers. Changes in market supply and demand for recycled commodities causes volatility in commodity prices. In prior periods, we have entered into derivative instruments such as swaps and costless collars designated as cash flow hedges to manage our exposure to changes in prices of these commodities. As of September 30, 2025, we had no recycling commodity hedges in place.

At current volumes and mix of materials, we believe a \$10 change in the price of recycled commodities would change both annual revenue and operating income by approximately \$11 million.

Revenue from recycling processing and commodity sales during the nine months ended September 30, 2025 and 2024 was \$328 million and \$311 million, respectively.

### **Interest Rate Risk**

We are subject to interest rate risk on our variable rate long-term debt. Additionally, we enter into various interest rate swap agreements with the goal of reducing overall borrowing costs, as well as interest rate locks to manage exposure to fluctuations in anticipation of future debt issuances. Our interest rate swap and lock contracts have been authorized pursuant to our policies and procedures. We do not use financial instruments for trading purposes and are not a party to any leveraged derivatives.

As of September 30, 2025, we had \$1,941 million of principal floating rate debt. If interest rates increased or decreased by 100 basis points on our floating rate debt, annualized interest expense and net cash payments for interest would increase or decrease by approximately \$19 million. This analysis does not reflect the effect that interest rates would have on other items, such as new borrowings and the impact on the economy. See Note 7, *Debt*, of the notes to our unaudited consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for further information regarding how we manage interest rate risk.

#### **ITEM 4. CONTROLS AND PROCEDURES.**

##### **Disclosure Controls and Procedures**

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e), and 15d-15(e)) as of the end of the period covered by this Form 10-Q. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Form 10-Q.

##### **Changes in Internal Control Over Financial Reporting**

Based on an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, there has been no change in our internal control over financial reporting during the period covered by this Form 10-Q identified in connection with that evaluation, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

In February 2025, we acquired all of the issued and outstanding shares of COP Shamrock Parent, Inc. (Shamrock). As permitted by the SEC Staff interpretive guidance for newly acquired businesses, management's assessment of our internal control over financial reporting as of September 30, 2025 did not include an assessment of internal control over financial reporting as it relates to this acquisition. We will continue the process of implementing internal controls over financial reporting for this acquired business. This business contributed less than 1% of revenue to our unaudited consolidated financial statements for the nine months ended September 30, 2025.

## **PART II - OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS.**

#### **General Legal Proceedings**

We are subject to extensive and evolving laws and regulations and have implemented safeguards to respond to regulatory requirements. In the normal course of our business, we become involved in legal proceedings. Some may result in fines, penalties or judgments against us, or settlements, which may impact earnings and cash flows for a particular period. Although we cannot predict the ultimate outcome of any legal matter with certainty, we do not believe the outcome of any of our pending legal proceedings will have a material adverse impact on our consolidated financial position, results of operations or cash flows.

As used in the immediately following paragraph, the term *legal proceedings* refers to litigation and similar claims against us and our subsidiaries, excluding: (1) ordinary course accidents, general commercial liability and workers' compensation claims, which are covered by insurance programs, subject to customary deductibles, and which, together with self-insured employee health care costs, are discussed in Note 5, *Other Liabilities*, to our unaudited consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q; and (2) environmental remediation liabilities, which totaled \$450 million at September 30, 2025 and which are discussed in Note 6, *Landfill and Environmental Costs*, to our unaudited consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.

We accrue for legal proceedings when losses become probable and reasonably estimable. As of the end of each applicable reporting period, we review each of our legal proceedings and, where it is probable that a liability has been incurred, we accrue for all probable and reasonably estimable losses. Where we are able to reasonably estimate a range of losses we may incur with respect to such a matter, we record an accrual for the amount within the range that constitutes our best estimate. If we are able to reasonably estimate a range but no amount within the range appears to be a better estimate than any other, we use the amount that is the low end of such range. As of September 30, 2025, we estimate that the probable and reasonably estimable outcomes of any such legal proceedings, as well as the aggregate potential liability using reasonably possible high ends of our ranges, are immaterial to the Company's consolidated financial statements.

#### **Legal Proceedings over Certain Environmental Matters Involving Governmental Authorities with Possible Sanctions of \$1,000,000 or More**

Item 103 of the SEC's Regulation S-K requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings and the proceedings involve potential monetary sanctions unless we reasonably believe the monetary sanctions will not equal or exceed a threshold which we determine is reasonably designed to result in disclosure of any such proceeding that is material to our business or financial condition. We have determined such disclosure threshold to be \$1,000,000. We have no matters to disclose in accordance with that requirement.

### **ITEM 1A. RISK FACTORS.**

There have been no material changes to the risk factors disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2024.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES.****Issuer Purchases of Equity Securities**

The following table provides information relating to our purchases of shares of our common stock during the three months ended September 30, 2025:

	Total Number of Shares Purchased (a)	Average Price Paid per Share (a) (d)	Total Number of Shares Purchased as Part of Publicly Announced Program (b)	Dollar Value of Shares that May Yet Be Purchased Under the Program (c)(d)
July 1 - 31	386,144	\$ 238.93	386,144	\$ 2,373,557,932
August 1 - 31	1,032,994	\$ 232.90	1,032,994	\$ 2,132,986,129
September 1 - 30	906,063	\$ 228.03	906,063	\$ 1,926,389,251
	<u>2,325,201</u>		<u>2,325,201</u>	

- (a) In October 2023, our Board of Directors approved a \$3.0 billion share repurchase authorization effective January 1, 2024 and extending through December 31, 2026. Share repurchases under the program may be made through open market purchases or privately negotiated transactions in accordance with applicable federal securities laws. While the Board of Directors has approved the program, the timing of any purchases, the prices and the number of shares of common stock to be purchased will be determined by our management, at its discretion, and will depend upon market conditions and other factors. The share repurchase program may be extended, suspended or discontinued at any time. As of September 30, 2025, there were no repurchased shares pending settlement.
- (b) The total number of shares purchased as part of the publicly announced program were all purchased pursuant to the October 2023 authorization.
- (c) Shares that may be purchased under the program exclude shares of common stock that may be surrendered to satisfy statutory minimum tax withholding obligations in connection with the vesting of restricted stock units and performance stock units issued to employees.
- (d) Excludes a 1% excise tax imposed by the Inflation Reduction Act.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

**ITEM 4. MINE SAFETY DISCLOSURES.**

None.

**ITEM 5. OTHER INFORMATION.**

During the quarter ended September 30, 2025, no director or officer adopted or terminated any contract, instrument or written plan for the purchase or sale of Republic securities intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act or any non-Rule 10b5-1 trading arrangement as defined in Item 408(c) of Regulation S-K.

**ITEM 6. EXHIBITS**

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
<a href="#">10.1+*</a>	Amendment No. 1 to the Republic Services, Inc. Deferred Compensation Plan, effective as of August 1, 2025.
<a href="#">31.1*</a>	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
<a href="#">31.2*</a>	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
<a href="#">32.1**</a>	Section 1350 Certification of Chief Executive Officer.
<a href="#">32.2**</a>	Section 1350 Certification of Chief Financial Officer.
101.INS*	XBRL Instance Document. - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	XBRL Taxonomy Extension Schema Document.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

\* Filed herewith.

\*\* This exhibit is being furnished rather than filed, and shall not be deemed incorporated by reference into any filing, in accordance with Item 601 of Regulation S-K.

+ Indicates a management or compensatory plan or arrangement



**AMENDMENT NO. 1  
TO THE  
REPUBLIC SERVICES, INC. DEFERRED COMPENSATION PLAN**

**WHEREAS**, Republic Services, Inc. (the “Company”) maintains the Republic Services, Inc. Deferred Compensation Plan (the “Plan”); and

**WHEREAS**, the Plan was most recently amended and restated effective as of January 1, 2025; and

**WHEREAS**, the Company wishes to modify the subsequent deferral rules for retirement and scheduled distributions; and

**WHEREAS**, in Section 13.2(a) of the Plan, the Company has reserved the right to amend the Plan at any time.

**NOW, THEREFORE**, the Plan is hereby amended, effective as of August 1, 2025, as follows:

1. Section 4.2 is hereby amended in its entirety to read as follows:

“**4.2 Postponing Scheduled Distributions.** A Participant may elect to postpone a Scheduled Distribution for an Annual Account (or separate source component thereof) described in Section 4.1 above, and have such amount paid out during a sixty (60) day period commencing immediately after an allowable alternative distribution date designated by the Participant in accordance with this Section 4.2. In order to make this election, the Participant must submit a new Scheduled Distribution Election Form to the Committee in accordance with the following criteria:

(a) Such Scheduled Distribution Election Form for such Annual Account (or separate source component thereof) must be submitted to and accepted by the Committee in its sole discretion at least twelve (12) months prior to the Participant’s previously designated Scheduled Distribution Date;

(b) The new Scheduled Distribution Date related to such Annual Account (or separate source component thereof) selected by the Participant must be the first day of a Plan Year, and must be at least five (5) years (and, effective August 1, 2025, no more than five (5) years) after the previously designated Scheduled Distribution Date; and

(c) The election of the new Scheduled Distribution Date for such Annual Account (or separate source component thereof) shall have no effect until at least twelve (12) months after the date on which the election is made.

Effective August 1, 2025, a Participant is limited to a single election to postpone a Scheduled Distribution of each separate source component of an Annual Account.”

2. Section 6.2(b) is hereby amended in its entirety to read as follows:

“(b) A Participant may change the time and/or the form of payment for an Annual Account (or if an election was made with respect to a separate source component of the Annual Account, the separate component) by submitting an Election Form to the Committee in accordance with the following criteria:

(i) The election to modify the time and/or the form of payment for such Annual Account (or separate source component thereof) shall have no effect until at least twelve (12) months after the date on which the election is made; and

(ii) The first payment related to such Annual Account (or separate source component thereof) shall be delayed at least five (5) years (and, effective August 1, 2025, no more than five (5) years) from the originally scheduled Benefit Distribution Trigger Date for such Annual Account (or separate source component thereof).

Effective August 1, 2025, a Participant is limited to a single election to postpone a Retirement Benefit of each separate source component of an Annual Account. For purposes of applying the requirements of this Section 6.2, the right to receive an Annual Account (or separate component thereof) in installment payments shall be treated as the entitlement to a single payment.”

3. Except as amended herein, all other provisions of the Plan remain unchanged and in full force and effect.

**IN WITNESS WHEREOF**, the Company has caused the Plan to be amended as set forth herein as of \_\_\_\_\_, 2025.

**REPUBLIC SERVICES, INC.**

By: /s/ CATHARINE D. ELLINGSEN

Name: Catharine D. Ellingsen

Title: Executive Vice President, Chief Legal Officer, Chief Ethics & Compliance  
Officer and Corporate Secretary

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a),  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jon Vander Ark, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Republic Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JON VANDER ARK

\_\_\_\_\_  
Jon Vander Ark  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: October 30, 2025

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a),  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Brian DeGhiaccio, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Republic Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ BRIAN DELGHIACCIO

**Brian DeGhiaccio**  
**Executive Vice President,**  
**Chief Financial Officer**  
**(Principal Financial Officer)**

Date: October 30, 2025

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Republic Services, Inc. (the Company) for the period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Jon Vander Ark, President and Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JON VANDER ARK

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**Jon Vander Ark**  
**President and Chief Executive Officer**  
**(Principal Executive Officer)**

Date: October 30, 2025

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Republic Services, Inc. (the Company) for the period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Brian DelGhiaccio, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ BRIAN DELGHIACCIO

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**Brian DelGhiaccio**  
Executive Vice President,  
Chief Financial Officer  
(Principal Financial Officer)

Date: October 30, 2025