

# REPUBLIC SERVICES, INC.

## CORPORATE GOVERNANCE GUIDELINES

The Nominating and Corporate Governance Committee of the Board of Directors (the “*Board*”) of Republic Services, Inc., a Delaware corporation (the “*Company*” or “*Republic Services*”), has developed, and the Board has adopted, the following Corporate Governance Guidelines (the “*Guidelines*”) to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation (as amended and restated), bylaws, and other corporate governance documents. These Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company or as required by applicable laws, regulations and rules to which the Company may be subject.

### ROLE OF BOARD AND MANAGEMENT

The business and affairs of the Company are managed under the direction of the Board, which is the ultimate decision-making body of the Company except with respect to those matters reserved to the stockholders. The Board establishes overall corporate policies, selects and evaluates the Company’s senior management team, which is charged with the conduct of the Company’s business, and acts as an advisor and counselor to senior management. The Board also reviews the Company’s business strategy and the performance of management in executing the Company’s business strategy and managing the Company’s day-to-day operations.

### SELECTION AND COMPOSITION OF THE BOARD

#### *Board Size*

The number of Directors serving on the Board should permit diversity of experience without hindering effective discussion, diminishing individual accountability or exceeding a number that can function efficiently as a body. The Board will periodically review the size of the Board, and determine the size that is most effective in relation to future operations.

#### *Director Qualifications Standards*

Nominees for Director shall be selected from a pool of candidates having a successful career and the highest level of integrity. From this pool, Directors shall be selected on the basis of, among other things, experience, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company’s business environment, and willingness and ability to devote adequate time to Board duties. Further, Directors shall be selected in the context of assessing the needs of the Board at that point in time and with the objective of ensuring diversity in the background, experience and viewpoints of Board members. The Nominating and Corporate Governance Committee shall be responsible for periodically assessing the appropriate balance of skills and characteristics required of Board members and for periodically reviewing Board composition to assess whether the Board reflects diversity.

Republic Services and the Board are committed to a policy of Board inclusiveness. To assist in promoting diversity on the Board, the Board shall, to the extent consistent with applicable legal requirements and with its fiduciary duties, take reasonable steps to ensure that new Board nominees are drawn from a pool that includes diverse candidates, including women and minority candidates.

### ***Selection of Directors***

The entire Board shall stand for election by the stockholders of the Company each year at the Company's annual meeting. The Nominating and Corporate Governance Committee is responsible for identifying, evaluating and recommending candidates to the entire Board for nomination and election to the Board. Based on such recommendation, the entire Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders.

An incumbent Director who fails to receive a majority of the votes cast in an election that is not a Contested Election (as defined in the bylaws) and who tenders his or her resignation pursuant to the bylaws shall remain active and engaged in Board activities while the Nominating and Corporate Governance Committee and the Board decide whether to accept or reject such resignation, or whether other action should be taken; provided, however, it is expected that such incumbent Director shall not participate in any proceedings by the Nominating and Corporate Governance Committee or the Board regarding whether to accept or reject such Director's resignation, or whether to take other action with respect to such Director.

### ***Majority of Independent Directors***

The Board shall be comprised of a majority of Directors who qualify as "independent" (the "***Independent Directors***") under the listing standards of The New York Stock Exchange (the "***NYSE***") and under any applicable law or regulation.

### ***Director Independence Categorical Standards***

In addition to the NYSE Governance Rules, when assessing the independence of a Director candidate, the Nominating and Corporate Governance Committee must further consider the categorical standards adopted by the Board which provide that the following are not material relationships that would bar a Director's independence:

- If a Director is an executive officer of another company that is indebted to Republic Services, or to which Republic Services is indebted, and the total amount of either company's indebtedness to the other is less than 1% of the consolidated assets of Republic Services and of the company the Director serves as an executive officer.
- If a Director, or a member of the Director's immediate family, serves as an officer, director or trustee of a charitable organization, and Republic Services discretionary charitable contributions to the organization are less than 2% of that organization's total annual charitable receipts.
- A passive investment by a Director, or a member of the Director's immediate family, in a shareholder that owns less than 45% of Republic Services' outstanding common stock, as long as the passive investment does not exceed 5% of the Director's net worth.
- Affiliation or employment by a Director, or a member of the Director's immediate family, with an entity that beneficially owns less than 45% of Republic Service's outstanding common stock.

### ***Director Orientation and Continuing Education***

The Company shall provide new Directors with a director orientation program to familiarize such Directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate

governance guidelines, principal officers, internal auditors and independent auditors. The Company shall provide opportunities for each Director to participate in continuing educational programs in order to maintain the skills and expertise to perform his or her responsibilities as a Director.

### ***Director Stock Ownership***

The Board believes that Directors should be stockholders and have a financial stake in the Company. To demonstrate the Board's commitment to align itself with the Company's stockholders, the Board established a formal equity ownership guideline for non-management Directors that requires each non-management Director to hold Company stock or vested restricted stock units, or both, having a total value of \$750,000 within five years.

### ***Director Retirement from Board***

No person may be appointed or elected a Director if at the time of appointment or election he or she will have reached the age of 73, and the term of any Director who reaches such age while serving as a Director shall terminate as of the date of the first annual meeting of stockholders following his or her 73<sup>rd</sup> birthday. This mandatory retirement age will remain in effect until the date of the Company's 2019 annual meeting of stockholders, at which time the mandatory retirement age will become age 72.

### ***Retirement of CEO from Board upon Retirement from the Company***

In order to retain freshness in the process and to give new management the unfettered ability to provide new leadership, the Board reserves the right to determine whether a retiring Chief Executive Officer of the Company ("**CEO**") shall be permitted to continue to serve on the Board following his or her retirement.

### ***Term Limits***

The Board does not believe it should limit the number of terms for which an individual may serve as a Director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies and objectives. As an alternative to term limits, the Nominating and Corporate Governance Committee, in conjunction with the Chairman of the Board (the "**Chairman**"), will review each Director's continuation on the Board every year. This will also allow each Director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

### ***Changes in Circumstances of Directors***

The Board does not believe that Directors who experience a change in circumstances should necessarily leave the Board. However, a change in a Director's circumstances may arise that could require the Board to consider whether such change directly or indirectly impacts that person's ability to fulfill his or her obligations to Republic Services. Accordingly, each Director is required to notify the Chairman and the chair of the Nominating and Corporate Governance Committee, and tender his or her resignation for consideration by the Nominating and Corporate Governance Committee if there is any significant change in the Director's personal or professional circumstances, including any change in his or her principal employment or job responsibilities. In each case, the Nominating and Corporate Governance Committee will consider the effect of such change in circumstances upon the interest of Republic Services and recommend a course of action to the Board.

### ***Conflicts of Interest***

The Nominating and Corporate Governance Committee is responsible for monitoring any conflicts of interest between the Company and its Directors. To avoid any conflicts of interest or independence issues, all Directors are required to notify the Chairman and the chair of the Nominating and Corporate Governance Committee of any known conflict of interests, actual or potential, with Republic Services. This includes notifying the Chairman and the chair of the Nominating and Corporate Governance Committee in advance of accepting a directorship with another publicly traded or reported commercial entity. In each case, the Nominating and Corporate Governance Committee will consider the effect of such potential or actual conflict of interest of Republic Services and recommend a course of action to the Board.

## **BOARD ROLE AND OPERATION**

### ***Board Leadership/Chairman***

The Chairman's role is to provide leadership to the Board, and his or her responsibilities include:

- Setting the agenda for Board meetings in collaboration with the CEO;
- Presiding over all meetings of the Board and stockholders;
- Supervising the circulation of proper information to the Directors in a timely fashion;
- After consulting with the CEO and other Directors, providing input to the Nominating and Corporate Governance Committee regarding revisions to these Guidelines and the appointment of chairs and members of the Board's committees;
- Coordinating periodic review of the Company's strategic plan;
- Consulting with committee chairs about the retention of advisors and experts;
- Taking a leading role in Board and CEO evaluation and succession planning; and
- Performing such other duties and services as the Board may require.

### ***Executive Sessions of Outside Directors***

The non-management Directors shall meet in regularly scheduled executive sessions without management.

### ***Board Contact with Senior Management and Outside Advisors***

Directors shall have complete access to the CEO and senior officers reporting directly to the CEO and, as necessary and appropriate, to the Company's outside advisors. Directors will use judgment to assure that this access is efficient and appropriate and not distracting to management and the business operation of the Company. Directors should refrain from giving strategic or operating direction to members of management outside the scope of full Board or committee responsibility and accountability.

The Board shall have the power and authority to engage independent counsel and other advisors, at the expense of the Company, as it determines necessary to carry out its duties.

### ***Outside Communication***

The Board believes that management speaks for the Company. In accordance with this philosophy, Directors should defer to the CEO when requested to make any comments regarding the Company or its business.

## **BOARD MEETINGS**

### ***Frequency of Board Meetings***

The Board shall meet at least four (4) times per fiscal year in accordance with a meeting schedule that is approved by the Board. The Board may also meet at such other times in meetings called in accordance with the Company's bylaws.

### ***Selection of Agenda***

The agenda for each Board meeting shall be determined by the Chairman in collaboration with the CEO, and distributed in advance of the meeting to each Director. Each Director is encouraged to suggest specific agenda items.

### ***Board Materials***

Information and data are important to the Board's understanding of the Company's business and essential to prepare Board members for productive meetings. Presentation materials relevant to each meeting should generally be distributed in writing to the Board not less than three (3) business days' prior to the meeting unless doing so is not practicable or would compromise the confidentiality of competitive information. In the event of a pressing need for the Board to meet on short notice, it is recognized that written materials may not be available in advance of the meeting. Management will make every effort to provide presentation materials that are brief and to the point, yet communicate the essential information.

### ***Meeting Attendance***

A Director is expected to spend the time and effort necessary to properly discharge such Director's responsibilities. Accordingly, a Director is expected to regularly attend meetings of the Board and committees on which such Director sits, with the understanding that on occasion a Director may be unable to attend a meeting. A Director who is unable to attend a meeting is expected to notify the Chairman or the chair of the appropriate committee in advance of such meeting.

## **BOARD COMMITTEES**

### ***Committee Structure***

It is the general policy of the Board that major decisions be considered by the Board as a whole, subject to applicable law. As a consequence, the committee structure of the Board is limited to those committees considered to be basic to or required for the operation of the Company as a publicly owned entity. The Company shall have four (4) standing committees: Audit Committee, Management Development and Compensation Committee, Nominating and Corporate Governance Committee, and Sustainability and Corporate Responsibility Committee. The duties for each of these committees shall be outlined in the charter for each committee and by resolution of the Board. From time to time, the Board may form other committees (or subcommittees) or disband a current committee depending on circumstances. Each of the Board's

committees shall have the power and authority to engage independent counsel and other advisors, at the expense of the Company, as it determines necessary to carry out its duties.

### ***Composition and Qualifications of Members***

Each of the Audit Committee, Management Development and Compensation Committee, Nominating and Corporate Governance Committee, and Sustainability and Corporate Responsibility Committee shall consist solely of Independent Directors. In addition, the composition of the Audit Committee, Management Development and Compensation Committee, Nominating and Corporate Governance Committee, and Sustainability and Corporate Responsibility Committee shall be reviewed by the Board annually to assure that members are qualified in accordance with applicable laws, rules and regulations.

### ***Assignment***

The Nominating and Corporate Governance Committee, after consultation with the Chairman and with the CEO, shall recommend to the Board for approval, and the Board shall approve, all assignments of committee members, including designations of the chairs of the committees.

### ***Committee Reports***

The chair of each committee shall report to the full Board, at each regularly scheduled meeting of the Board or whenever else deemed appropriate by such committee chair, with respect to those matters considered and acted upon by his or her committee.

## **LEADERSHIP EVALUATION**

### ***Evaluating Board Performance***

The Board shall be responsible for annually conducting a self-evaluation of the Board as a whole and of the Board committees. The Nominating and Corporate Governance Committee shall be responsible for establishing the evaluation criteria, including criteria for determining whether the Board and Board committees are functioning effectively, and implementing the process for such evaluation.

### ***Board Compensation***

The Nominating and Corporate Governance Committee shall review on an annual basis an independent analysis of director compensation practices at other U.S. public companies of comparable size and scope to the Company. The Company's Director compensation program should be designed to attract and retain Directors who have the talent and experience necessary to advance the Company's long-term interests, with the general objective of providing Directors with compensation that is customary in comparison to practices at similar companies. The Company's Director compensation program should also include appropriate compensation for the Chairman and for committee chairs and members, in light of their additional commitment and contribution to the Company and the Board. Changes in Director compensation, if any, should come at the suggestion of the Nominating and Corporate Governance Committee, but with full discussion and concurrence by the Board.

### ***CEO Evaluation***

The Management Development and Compensation Committee is responsible for setting annual and long-term performance goals for the CEO and for evaluating his performance against such goals. The Management Development and Compensation Committee meets annually with the CEO to receive his recommendations

concerning such goals. The chair of the Management Development and Compensation Committee then meets with the CEO to evaluate his or her performance against such goals. The Management Development and Compensation Committee also is responsible for setting annual and long-term performance goals and compensation for, and evaluating the performance against such goals by, the other senior executive officers of the Company.

### ***Succession Planning***

The CEO will report annually to the Nominating and Corporate Governance Committee and the Board on the Company's program for succession. CEO succession is a Board-driven, collaborative process. Although the current CEO has an important role to play, the Board must be responsible for the plan for succession while collaborating with the CEO in deciding the timing and the necessary qualifications for making a final decision.

### ***Management Development***

The Management Development and Compensation Committee is responsible for reviewing and providing oversight of the Company's management training and development.

## **CODES OF CONDUCT AND ETHICS**

All Directors, officers and employees shall comply with the Company's codes of conduct and ethics, which provide that the Company will conduct business according to high moral and ethical principles and in compliance with applicable law. The Board does not intend to grant waivers under any code of conduct or ethics policy for any Director or executive officer.

## **REVIEW OF THESE GUIDELINES**

The Nominating and Corporate Governance Committee shall review these Guidelines annually, or more frequently as appropriate, in comparison to the governance standards identified by leading governance authorities and the evolving needs of the Company and shall determine whether or not an amendment to these Guidelines should be recommended to the Board. Upon recommendation of the Corporate Governance Committee, the Board shall consider and adopt amendments to these Guidelines as appropriate.

## **ADOPTION**

The Board of Directors of Republic Services, Inc., upon recommendation of the Nominating and Corporate Governance Committee, initially approved and adopted these Corporate Governance Guidelines on July 29, 2003.

(Revised: 02/14/2017)