

**REPUBLIC SERVICES, INC.**

**FINANCE COMMITTEE  
OF THE  
BOARD OF DIRECTORS**

**CHARTER**

**(Effective July 27, 2021)**

**Purpose**

The Finance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to assist the Board in oversight of the financial affairs of Republic Services, Inc., a Delaware corporation (the “Company” or “Republic”), including monitoring and overseeing the Company’s capital structure, investments, and returns, and providing recommendations on the Company’s capital management strategy.

**Membership**

The Committee shall consist of at least three members, one of whom shall serve as Chair. The members of the Committee shall be appointed and may be removed by the Board. The Committee shall be composed entirely of independent directors, as such term is defined by New York Stock Exchange requirements and other applicable law or regulation. Should any member of the Committee cease to be an independent director, such member shall immediately resign his or her membership on the Committee. The Board has the power at any time to change the membership of the Committee, to remove members from the Committee and to fill vacancies, subject to such new member(s) satisfying the requirements described in this Charter.

**Duties and Responsibilities**

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

1. Review the financial condition of the Company, including its annual finance plan, long-term financial objectives and financial management principles, and recommend to the Board with regard to any changes to such objectives and principles;
2. Review Company tax strategies and potential changes to tax laws;

3. Review and make recommendations to the Board regarding the repurchase of the Company's stock;
4. Review the financing requirements of the Company, and evaluate management's proposals for timing and funding vehicles to support such financing requirements and recommend, as appropriate, specific financing arrangements to the Board;
5. Review dividends proposed for declaration and payment on the Company's outstanding shares, and make recommendations to the Board regarding those dividends;
6. Evaluate the immediate and future financial impact of acquisition and divestiture transactions of \$50,000,000 or more on the Company's financial condition, including such factors as the impact on earnings, funds availability, debt capacity, capital structure (including debt ratios), cash flows and dividend implications, and recommend to the Board with regard to the financial aspects of acquisitions and divestitures;
7. Review the proposed annual capital budget and capital expenditures of \$50,000,000 or more and make recommendations to the Board regarding those expenditures from a financial point of view;
8. Review the post-implementation reviews completed by management with respect to capital expenditures and business acquisitions in the amount of \$50,000,000 or more;
9. Review annually the Company's insurable risk management strategy, including property and casualty insurance and claims management strategy;
10. Review and approve, on a general or case-by-case basis, the Company's and any affiliates' use of swaps, options, forwards or other derivative instruments or contracts ("derivatives"), including any decision to enter into derivatives that are not cleared and are not executed on any exchange or other regulated trading facility, and are exempt from mandatory clearing and trading facility execution whether as a result of the "end-user" exemption in the Dodd-Frank Act or otherwise; and establish, review and amend policies with respect to derivatives; and
11. Review and, as appropriate, report to the Board on the financial impact to the Company of the Company's significant benefits plans (for example, funding levels, assets, liabilities, expected contribution obligations, fiduciaries and third party advisors, and significant assumptions).
12. Conduct an annual performance evaluation of the Committee.
13. Review and reassess annually the powers and duties of the Committee and the adequacy of this Charter and recommend any proposed changes to the Board for approval.

14. Undertake any other matter specifically delegated to the Committee from time to time by the Board and perform any other activities consistent with this Charter, the Company's Bylaws and in accordance with any applicable law and regulations as the Committee or the Board deems appropriate.

### **Outside Advisors**

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

### **Administrative**

The Committee shall meet at least once each year. Additional meetings may be called by the Chair of the Committee as needed. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes are recorded by the Secretary to the Committee. Approval of any matter by a majority of the members present at a meeting at which a quorum is present shall constitute approval of that matter by the Committee. The Committee may also act by unanimous written consent without a meeting. The Committee may form and delegate authority to subcommittees when appropriate.

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

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