

MIP V Waste MidCo, LLC

Environmental, Social and Governance Committee Charter

Adopted January 13, 2022

Establishment

The Board of Managers (the “**Board**”) of MIP V Waste MidCo, LLC (the “**Company**”) has established the Environmental, Social and Governance Committee (the “**Committee**”), pursuant to Section 2.1 of the Limited Liability Company Agreement of the Company (as may be amended, supplemented or restated from time to time, the “**LLCA**”), with the authority, responsibility and specific duties set forth in this Environmental, Social and Governance Committee Charter (the “**Charter**”).

Purposes

The purposes of the Committee are (i) to support the Company’s on-going commitment to environmental, health and safety, corporate social responsibility, corporate governance, sustainability, and other public policy matters relevant to the Company, and (ii) to fulfill such other duties as directed by the Board.

Composition

All members of the Board shall be eligible to be appointed to serve on the Committee. Unless one or more other board members are designated by the Chairman of the Board or elected by the Board to serve as the chairperson(s) of the Committee (the “**Chair(s)**”), the Chairman of the Board will serve as the Chair. The initial co-Chairs designated by the Chairman are [REDACTED]. The Chair(s) (if applicable, acting jointly) will be responsible for (i) leadership of the Committee, (ii) approving the agendas for the Committee meetings, and (iii) presiding over the meetings.

Authority, Responsibility and Duties

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Subcommittee assignments will be made by the Chair(s) (if applicable, acting jointly). The Committee will report to the Board on a regular basis. Without limiting the generality of the preceding statements, the Committee will have the authority, and is entrusted with the following responsibilities:

- ensuring appropriate workplace health and safety systems and practices;
- minimization and management of environmental risks and impacts;
- demonstrating community and social responsibility; and
- maintaining effective corporate governance.

The Committee will review and make recommendations to the Board on:

- incorporation of economically, environmentally and socially responsible business practices that align with the Company's core values into strategic plans, annual budgets, and incentive arrangements;
- providing a safe, healthy, fair and rewarding workplace for the Company's personnel;
- the Company's corporate governance, culture, ethical standards and transparency;
- the scope, quality, and integrity of the Company's safety and sustainability reporting;
- compliance with relevant legal and regulatory requirements regarding safety and the environment;
- the company systems, staff, and processes responsible for the identification, documentation, and management of environmental, social, and governance risks and impacts
- industry trends and standards on environmental, social and governance matters; and
- such other functions as assigned by the Board.

Meetings and Procedure

Meetings. The Committee will meet upon the request of a Chair, any member of the Committee, or at the direction of a majority of the members of the Board. The Committee will meet at least once each fiscal year, and more frequently as the Chair(s) (if applicable, acting jointly) determine necessary to fulfill the responsibilities of the Committee, and at such times and places it deems appropriate. The Committee may meet in person, by telephone conference call or in any manner in which the Board is permitted to meet under law or the Company's LLCA.

All non-management managers who are not members of the Committee may attend meetings of the Committee, but may not vote. The Committee may invite to its meetings any manager, officer or employee of the Company and such other persons as the Chair(s) (if applicable, acting jointly) deem appropriate and necessary to carry out the responsibilities of the Committee. The Committee may exclude from its meetings any person it deems appropriate and necessary to carry out its responsibilities.

Except as otherwise set forth in this Charter, the proceedings of the Committee will be governed by the provisions of the Company's LLCA applicable to meetings of the Board.

The Committee will appoint a person, who need not be a member of the Committee, to act as secretary, and minutes of Committee proceedings will be kept and provided to the Board in a timely manner and duly filed in the Company records. The agenda of each meeting will be prepared by the Chair(s) or their designee and, whenever reasonably practicable, circulated to each member prior to each meeting.

Quorum and Approval. A majority of the members of the Committee, one of whom must be a Chair, will constitute a quorum for the transaction of business by the Committee. A member may appoint an alternate to attend any Committee meeting in his or her stead and vote on the member's behalf. The Committee also may act by unanimous written consent in lieu of a meeting.

Rules. The Committee may determine additional rules and procedures, including designation of a Vice Chair in the absence of each of the Chairs and designation of a secretary of the Committee or any meeting thereof.

Reports. Reports of meetings of the Committee, including committee actions and recommendations, will be made to the Board no later than its next regularly scheduled meeting following the Committee meeting, directly or through the Chair(s). The report should contain all matters, as they arise during the year, relevant to the Committee's role and responsibilities.

Review of Charter. Each year the Committee will review the need for changes to this Charter and recommend any proposed changes to the Board for approval. The Board must approve any amendments to this Charter.

Fees. Other than as expressly agreed in writing with an individual member of the Committee, no member of the Committee will be paid any fee for his or her services as a member of the Committee.

Consultation

In carrying out its duties and responsibilities under this Charter, the Committee will have unrestricted access to the Company's senior management, external auditors, legal counsel, employees and all books and records of the Company. In addition, the Committee may retain one or more consultants and other advisors as it thinks appropriate to assist it in the fulfillment of its duties. The Committee will have sole authority to approve related fees and expenses and retention terms, and will have authority to cause the Company to pay the fees and expenses of such consultants and advisors.

Annual Performance Evaluation

The Committee will have oversight to perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. The Committee will conduct such evaluations and reviews in such manner as it deems appropriate.