

Waste Connections, Inc.

Nominating and Corporate Governance Committee Charter

July 23, 2020

Organization

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Waste Connections, Inc., an Ontario corporation (the “Company”), will consist of at least three members of the Board, all of whom are independent under applicable securities laws (as such term is defined in the Company’s Corporate Governance Guidelines). The Board will annually confirm that the members of the Nominating and Corporate Governance Committee are independent.

Members of the Committee (including the chair of the Committee) are appointed by the Board and may be removed by the Board in its discretion.

Statement of Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the identification of qualified individuals to become Board members, the recommendation to the Board of director nominees for each meeting of shareholders at which one or more directors will be elected and for vacancies that the Board chooses to fill, and the development and implementation of the Company’s corporate governance principles.

Responsibilities

In carrying out its purposes, the Committee will:

- Identify individuals qualified to become members of the Board and recommend to the Board director nominees to be presented for shareholder approval at each meeting of shareholders at which one or more directors will be elected and to fill vacancies on the Board. The Committee will recommend individuals as director nominees who meet the qualification standards for directors set forth in the Company’s Corporate Governance Guidelines, and any other qualification standards that may be established by the Board from time to time, including a consideration of the competencies and skills possessed by any potential nominee to the Board relative to the competencies and skills required for the Board as a whole, and the Company’s desire to assure that directors represent a diversity of backgrounds, including with respect to gender. To that end, the Committee will (i) monitor the implementation of the Company’s diversity policy on a periodic basis, and at least annually, to assess its effectiveness, (ii) monitor and review the Company’s progress in achieving its aspirational targets and report the results to the Board and (iii) make recommendations to the Board regarding any revisions to this policy that may be necessary or appropriate.
- Review on an annual basis the Board’s committee structure and composition and make recommendations to the Board regarding the directors to serve on each Board committee and as the chair of each Board committee. Although the Committee may consult with the

Company's management regarding these recommendations, it may also choose to determine its recommendations in executive session without the presence of management.

- Review the Corporate Governance Guidelines on an annual basis, or more frequently if appropriate, and recommend any proposed changes to the Board.
- Review and evaluate on an annual basis the leadership structure of the Board in accordance with the Company's Corporate Governance Guidelines, including an assessment of the competencies and skills possessed by each existing director relative to the competencies and skills required for the Board as a whole.
- Review the Code of Conduct and Ethics (including the Code of Ethics for the Chief Executive Officer and Senior Financial Officers, as required by Section 406 of the Sarbanes-Oxley Act of 2002) on an annual basis, or more frequently if appropriate, and recommend any proposed changes to the Board.
- Have the sole authority to waive provisions of the Company's Code of Conduct and Ethics with respect to executive officers and directors in specific circumstances where the Committee determines that such waiver is appropriate, subject to compliance with applicable laws and regulations. Any such waivers will be promptly disclosed to the Company's shareholders to the extent required by applicable laws and regulations.
- Maintain regular contact with the Company's management, which may include, in the Committee's discretion, meeting with the officers responsible for implementing the Company's Code of Conduct and Ethics and legal compliance, without the presence in such meetings of other executive officers or non-independent directors.
- Resolve all conflicts of interest involving any officer or director, except that if the conflict of interest involves a director who is a member of the Committee and there are not at least two other members of the Committee who are not involved in the conflict, then the Board shall resolve that conflict.
- Have authority, in its sole discretion, to select, retain and obtain the advice of, and to terminate the engagement of, a director search firm, including sole authority to approve any search firm's fees and other terms of the engagement. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to a director search firm retained by the Committee.
- Have authority, in its sole discretion, to select, retain and obtain the advice of, and to terminate the engagement of, outside counsel and any other advisors as the Committee deems appropriate, including sole authority to approve any outside counsel's or other advisor's fees and other terms of the engagement. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to its outside counsel and any other advisors retained by the Committee.
- Review and approve the participation by any officer or director on the board of directors of another for-profit company.

- Review any director resignation letter tendered by a director in accordance with the Company's majority voting policy set out in the Company's Corporate Governance Guidelines and Board Charter, and evaluate and recommend to the Board whether such resignation should be expected, it being understood that, absent exceptional circumstances, the Committee would be expected to accept such resignation; provided that, following receipt of a director resignation letter, the Board may determine that a recommendation as to whether to accept such resignation should be made by a different committee of the Board if the director tendering such resignation letter is a member of the Committee or otherwise in the Board's discretion.
- Prior to each annual meeting of shareholders, review any shareholder proposal received by the Company for inclusion in the Company's proxy statement and make a recommendation to the Board to either oppose, support or take no position with respect to such proposal.
- Develop and recommend to the Board for approval an annual self-evaluation process for the Board and its committees, which annual self-evaluation shall be overseen by the Committee.
- Conduct an annual evaluation of the Committee's performance of its duties under this Charter and present the results of such evaluation to the Board.
- Have the authority to delegate any of its responsibilities to single members of the Committee or sub-committees as the Committee deems appropriate in its sole discretion and as permitted by applicable law.
- Report its actions and any recommendations to the Board after each Committee meeting.
- On a periodic basis, and at least annually, review and assess the adequacy of this Charter, including in light of legal or regulatory changes or other guidance, and recommend any proposed changes to the Board.

Meetings and Procedures

The Committee shall meet at least once annually, and on such other occasions as the members of the Committee may from time to time determine or as the Chief Executive Officer of the Company may request.

A majority of Committee members shall constitute a quorum. A majority of the members of the Committee in attendance at a meeting, where a quorum is present, is empowered to act on behalf of the Committee. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board.

The Committee may, at its discretion, include in its meetings members of the Company's management or any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. The Committee, in its discretion, may exclude from its meetings any person it deems appropriate, including, but not

limited to, any member of management, other than any non-management director who satisfies applicable independence criteria.