

Waste Connections, Inc.

Compensation Committee Charter

Organization

The Compensation 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). In addition, each Committee member must be a “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and an “outside director” under Section 162(m) of the Internal Revenue Code. The Board will annually confirm that the members of the Committee meet the foregoing requirements.

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 review and determination of the compensation of the Company’s Chief Executive Officer and other executive officers. The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they effect the Company’s executive officers.

Responsibilities and Authority

In carrying out its purpose, the Committee will:

- Assist the Board in identifying and evaluating potential candidates for executive positions, including the Chief Executive Officer, and oversee the development of executive succession plans.
- Annually review and approve the Company’s goals and objectives relevant to compensation of the Chief Executive Officer, evaluate at least annually the Chief Executive Officer’s performance in light of these goals and objectives and, based on such evaluation, determine and approve the Chief Executive Officer’s annual compensation. In determining the long- term incentive component of Chief Executive Officer compensation, the Committee may consider the Company’s performance and relative shareholder return, the value of similar incentive awards given to the chief executive officers of comparable companies and the awards given to the Company’s Chief Executive Officer in past years. In evaluating and determining Chief Executive Officer compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation (the “Say on Pay Vote”) required by Section 14A of the Exchange Act.

- Annually review and approve the compensation of all other executive officers of the Company. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
- Annually review and discuss with the Chief Executive Officer determinations made by management concerning the performance and compensation of the Company's regional and division officers, and other employees, consultants and agents.
- Review and approve, when appropriate, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the Chief Executive Officer and other executive officers of the Company, including the ability to adopt, amend and terminate such agreements, arrangements or plans.
- Review at least annually all non-management director cash and equity-based compensation and benefits for service on the Board and committees of the Board and recommend any appropriate changes to the Board as necessary.
- Review and approve and, when appropriate, recommend to the Board for approval, significant incentive compensation plans and policies and equity-based plans and, where appropriate or required, recommend such plans for approval by the shareholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees, agents and consultants to whom awards are to be granted, the amount of the award to be granted and the terms and conditions applicable to each award, subject to the provisions of each plan. In reviewing and approving, or making recommendations to approve, incentive compensation plans and equity-based plans, including whether to adopt, amend, recommend or terminate any such plan, the Committee shall consider the results of the most recent Say on Pay Vote.
- Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- Have authority, in its sole discretion, to select, retain and obtain the advice of, and to terminate the engagement of, a compensation consultant, legal counsel or other adviser ("compensation advisers"). The Committee shall be directly responsible for the appointment, determination of compensation and oversight of the work of any compensation adviser retained by it and shall undertake an analysis of the independence of each compensation adviser to the Committee, taking into consideration all factors relevant to that person's independence from management, including the independence factors specified in the applicable requirements of the Exchange Act and applicable securities exchange listing standards (including Section 303A.05(c) of the NYSE Listed Company

Manual), with such analysis to occur prior to selecting or obtaining the advice of such compensation adviser and as appropriate thereafter. The Committee may retain, or receive advice from, any compensation adviser it prefers, including advisers that are not independent, after considering the specified factors. Further, the Committee shall have such additional authority and responsibility as may be required from time to time under applicable securities laws. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to a compensation adviser retained by the Committee. However, the Committee shall not be required to implement or act consistently with the recommendations of its compensation adviser, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

- The Committee shall evaluate whether any compensation adviser retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3) of SEC Regulation S-K.
- Prepare and publish an annual report on executive compensation in the Company's management information circular/proxy statement and otherwise review executive compensation disclosure, in accordance with applicable securities laws and other applicable laws.
- To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or management information circular/proxy statement, the Committee will review and discuss with management the Company's CD&A and the related executive compensation information and will consider whether it will recommend to the Board that the Company's CD&A and related executive compensation information be included in the appropriate filing. In addition, the Committee will furnish the Committee report on executive officer compensation required to be included in the Company's Annual Report on Form 10-K or management information circular/proxy statement, to the extent that such report is required to be included therein.
- To determine share ownership guidelines for the Chief Executive Officer and other executive officers of the Company and monitor compliance with such guidelines.
- 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 by providing the Board with copies of the minutes of each Committee meeting.
- Conduct an annual self-evaluation of the Committee's performance of its duties under this Charter and present the results of such evaluation to the Board.
- 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, members of the Company's legal, tax and accounting departments and any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. However, the Committee shall meet regularly without such members of the Company's management present. The Chief Executive Officer may attend meetings of the Committee in respect of compensation and performance of other officers and directors. Neither the Chief Executive Officer nor any other officer may be present at any meeting of the Committee at which their compensation or performance is discussed or determined. The Committee may, in its discretion, 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.

When planning to establish, modify or certify performance targets under bonus plans for senior executives, grant any and all forms of equity compensation, modify or rescind any option, share or restricted share grants, or make, modify or rescind loans to employees or directors, the Committee shall consult the Company's legal, tax and accounting departments before taking action.

Adopted by the Board of Directors July 24, 2017.