



Waste Management Announces Consideration for Cash Tender Offer

May 20, 2019

HOUSTON--(BUSINESS WIRE)--May 20, 2019-- Waste Management, Inc. (NYSE:WM) announced today the consideration for each series of notes subject to the previously announced cash tender offer by Waste Management and its wholly owned subsidiary, Waste Management Holdings, Inc. ("WMH"). The consideration was calculated by the Dealer Managers at 2:00 p.m. New York City time today.

The consideration for each \$1,000 principal amount of notes validly tendered and accepted for payment pursuant to the tender offer is set forth in the table below, determined in the manner described in the Offer Documents by reference to the applicable fixed spread specified for that series in the table below over the yield based on the bid side price of the applicable U.S. Treasury Security specified in the table below for that series. Holders whose notes are purchased will also receive accrued and unpaid interest thereon from the applicable last interest payment date up to, but not including, the settlement date, which is expected to be May 23, 2019.

Issuer	Title of Security	CUSIP Number	Principal Amount Outstanding	Reference U.S. Treasury Security	Reference U.S. Treasury Security Yield	Bloomberg Reference Page	Fixed Spread	Consideration
WMH(1)	7.10% Notes due 2026	92929QAQ0	\$304,378,000	2.375% U.S. Treasury due May 15, 2029	2.416%	FIT1	85 bps	\$1,243.83
WM	7.00% Senior Notes due 2028	902917AH6	\$394,869,000	2.375% U.S. Treasury due May 15, 2029	2.416%	FIT1	95 bps	\$1,283.94
WM	7.375% Senior Notes due 2029	94106LAG4	\$139,152,000	2.375% U.S. Treasury due May 15, 2029	2.416%	FIT1	100 bps	\$1,332.35
WM	7.75% Senior Notes due 2032	94106LAN9	\$210,385,000	2.375% U.S. Treasury due May 15, 2029	2.416%	FIT1	110 bps	\$1,438.15
WM	6.125% Senior Notes due 2039	94106LAV1	\$273,575,000	3.00% U.S. Treasury due February 15, 2049	2.837%	FIT1	115 bps	\$1,297.69

(1) WMH is a wholly owned subsidiary of Waste Management, Inc. WMH has fully and unconditionally guaranteed all the senior notes issued by Waste Management, Inc. and Waste Management, Inc. has fully and unconditionally guaranteed the notes issued by WMH.

The offers are made pursuant to an Offer to Purchase dated May 14, 2019 and a related Letter of Transmittal and Notice of Guaranteed Delivery (as amended or supplemented to date, the "Offer Documents"), which set forth the terms and conditions of the tender offer.

The tender offer will expire at 5:00 p.m. New York City Time on May 20, 2019, unless extended. Holders of notes must validly tender and not validly withdraw their notes before 5:00 p.m. New York City Time on the expiration date, or comply with the guaranteed delivery procedures set forth in the Offer Documents, to be eligible to receive the consideration for each series of notes.

Waste Management has retained Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC to serve as the Dealer Managers for the tender offer. Deutsche Bank Securities Inc. may be contacted at (866) 627-0391 (toll free) or (212) 250-2955 (collect), and J.P. Morgan Securities LLC may be contacted at (866) 834-4666 (toll free) or (212) 834-3424 (collect).

Waste Management has also retained Global Bondholder Services Corporation to serve as the Depositary and Information Agent for the tender offer.

The tender offer is being made only pursuant to the terms and conditions contained in the Offer to Purchase, Letter of Transmittal and Notice of Guaranteed Delivery, copies of which may be obtained from Global Bondholder Services Corporation by telephone at (866) 470-3700 (toll-free) or for banks and brokers, at (212) 430-3774 (Banks and Brokers Only) or in writing at Global Bondholder Services Corporation, 65 Broadway, Suite 404, New York, New York 10006.

Copies of the Offer to Purchase, Letter of Transmittal and Notice of Guaranteed Delivery are also available at the following web address: <https://gbsc-usa.com/registration/wm>

This press release is neither an offer to purchase nor a solicitation of an offer to sell any notes in the tender offer.

None of Waste Management, Inc., WMH, their respective boards of directors or officers, the Dealer Managers, the Depositary or the Information Agent makes any recommendation to any holder of notes whether to tender or refrain from tendering any or all of such holder's notes, and none of them have authorized any person to make any such recommendation.

Forward Looking Statements

This press release contains forward-looking statements that involve risks and uncertainties. Factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements in this press release are discussed in our Annual Report on Form 10-K for the year ended December 31, 2018, and our Quarterly Report on Form 10-Q for the period ended March 31, 2019.

About Waste Management

Waste Management, based in Houston, Texas, is the leading provider of comprehensive waste management environmental services in North America. Through its subsidiaries, the company provides collection, transfer, disposal services, and recycling and resource recovery. It is also a leading developer, operator and owner of landfill gas-to-energy facilities in the United States. The company's customers include residential, commercial, industrial, and municipal customers throughout North America.

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