

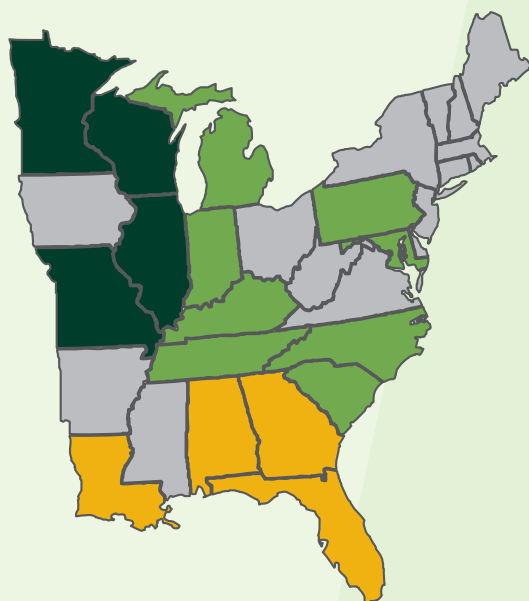
# Waste Management to Acquire Advanced Disposal Services

Grows Waste Management's Footprint and Advances Its Growth Strategy



Advanced Disposal Adds Complementary Assets and a Customer Base in the Eastern Half of the United States

## Complementary Assets and Customer Base



● Midwest ● East ● South

## Advanced Disposal Key Facts

**6,000**  
employees

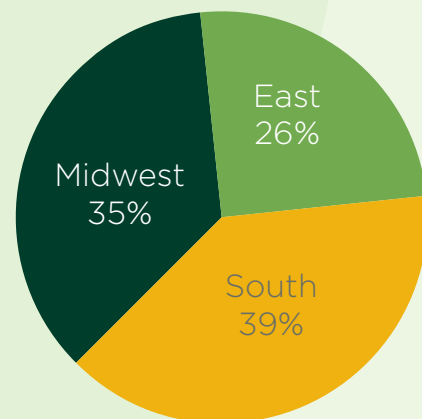
**>800**  
municipalities

**>3 million**  
residential, commercial,  
& industrial customers

**\$1.56 billion**  
revenues  
FY2018

**\$427 million**  
adjusted EBITDA  
FY2018

## Balanced Geographic Revenue Mix



## Compelling Financial Benefits that Align with Waste Management's Financial Goals, Including Growth in EPS, Margins and Cash Flow

- Immediately accretive to adjusted EPS and cash flow from core operating performance and SG&A cost savings
- \$100+ million in annual cost savings and capital expenditure synergies
- In 2019, Waste Management's free cash flow will be directed to dividend payments, acquisitions and share repurchases sufficient to offset dilution from stock-based compensation plans
- Solid investment grade credit profile: pro forma leverage ratio within long-term targeted net debt-to-EBITDA range of 2.75x to 3.0x

## Delivering to Advanced Disposal's Customers Unparalleled Access to Differentiated, Sustainable Waste Management and Recycling Services



"We are passionate about helping to manage the environmental needs of customers and communities with outstanding service and a commitment to safety."

### Transaction Value

\$4.9 billion enterprise value  
or \$33.15 per share in cash

### Expected Closing

By the first quarter of 2020<sup>1</sup>

### Financing

No financing condition. Waste Management intends to finance transaction using bank debt and senior notes



"The acquisition of Advanced Disposal extends our commitments to employees, customers, community partners, shareholders and the environment by adding complementary assets and operations as well as a team with a shared focus on safety, outstanding service and operational excellence. With this acquisition, we will grow our asset footprint to serve more customers and communities and generate significant growth and value creation opportunities for Waste Management's shareholders and our combined company's employee base."

<sup>1</sup>Subject to the satisfaction of customary closing conditions, including regulatory approvals and approval by a majority of the holders of ADSW outstanding common shares; CPPIB, which owns -19% of ADSW shares, has, under the terms of a voting agreement, agreed to vote its shares in favor of the transaction.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document contains “forward-looking statements” within the meaning of the U.S. federal securities laws about Waste Management, Advanced Disposal and the proposed acquisition, including but not limited to all statements about the timing and approvals of the proposed acquisition; ability to consummate and finance the acquisition; integration of the acquisition; future operations; future capital allocation; future business and financial performance of Waste Management and Advanced Disposal and the ability to achieve full year financial guidance; future leverage ratio; and all outcomes of the proposed acquisition, including synergies, cost savings, and impact on earnings, cash flow and margin, return on capital, strength of the balance sheet and credit ratings, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Words such as “expect,” “likely,” “outlook,” “forecast,” “preliminary,” “would,” “could,” “should,” “can,” “will,” “project,” “intend,” “plan,” “goal,” “guidance,” “target,” “continue,” “sustain,” “synergy,” “on track,” “believe,” “seek,” “estimate,” “anticipate,” “may,” “possible,” “assume,” and variations of such words and similar expressions are intended to identify such forward-looking statements. You should view these statements with caution and should not place undue reliance on such statements. They are based on the facts and circumstances known to Waste Management and Advanced Disposal (as the case may be) as of the date the statements are made. These forward-looking statements are subject to risks and uncertainties that could cause actual results to be materially different from those set forth in such forward-looking statements, including but not limited to, general economic and capital markets conditions; the effects that the announcement or pendency of the merger may have on Waste Management, Advanced Disposal and their respective business; inability to obtain required regulatory or government approvals or to obtain such approvals on satisfactory conditions; inability to obtain stockholder approval or satisfy other closing conditions; inability to obtain financing; the occurrence of any event, change or other circumstance that could give rise to the termination of the definitive agreement; the effects that any termination of the definitive agreement may have on Advanced Disposal or its business; legal proceedings that may be instituted related to the proposed acquisition; unexpected costs, charges or expenses; failure to successfully integrate the acquisition, realize anticipated synergies or obtain the results anticipated; and other risks and uncertainties described in Waste Management’s and Advanced Disposal’s filings with the SEC, including Part I, Item 1A of each company’s most recently filed Annual Report on Form 10-K, which are incorporated herein by reference, and in other documents that Waste Management or Advanced Disposal file or furnish with the SEC. Except to the extent required by law, neither Waste Management nor Advanced Disposal assume any obligation to update any forward-looking statement, including financial estimates and forecasts, whether as a result of future events, circumstances or developments or otherwise.

## NON-GAAP FINANCIAL MEASURES

Advanced Disposal’s 2018 adjusted EBITDA is a non-GAAP measure. Please see Advanced Disposal’s press release and accompanying tables dated February 21, 2019, filed with the SEC on Form 8-K, for additional information about Advanced Disposal’s use of non-GAAP measures and a reconciliation of 2018 adjusted EBITDA to net income, the most comparable GAAP measure.

Waste Management’s references to future adjusted earnings per diluted share and free cash flow are non-GAAP measures. Please see the notes to Waste Management’s press release dated February 14, 2019, filed with the SEC on Form 8-K, for additional information about Waste Management’s use of non-GAAP measures.

For purposes of the pro forma leverage ratio, all terms used in that calculation, including EBITDA, are defined in Waste Management’s Revolving Credit Agreement filed with the SEC on Form 8-K on June 29, 2018.

## ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication may be deemed to be solicitation material in respect of the proposed merger between a subsidiary of Waste Management and Advanced Disposal. Advanced Disposal intends to file with the SEC a proxy statement in connection with the contemplated transaction. The definitive proxy statement will be sent or given to Advanced Disposal stockholders and will contain important information about the contemplated transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ CAREFULLY AND IN THEIR ENTIRETY THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE. Investors and security holders may obtain a free copy of the proxy statement (when it is available) and other documents filed with the SEC at the SEC’s website at [www.sec.gov](http://www.sec.gov), or without charge, by contacting Advanced Disposal’s Investor Relations at [investorrelations@advanceddisposal.com](mailto:investorrelations@advanceddisposal.com) or (904) 737-7900 or Waste Management’s Investor Relations at [eegl@wm.com](mailto:eegl@wm.com) or (713) 265-1656.

## CERTAIN INFORMATION CONCERNING PARTICIPANTS

Advanced Disposal and its directors and executive officers may be deemed to be participants in the solicitation of proxies from Advanced Disposal stockholders in connection with the contemplated transaction. Information about Advanced Disposal’s directors and executive officers is set forth in its proxy statement for its 2019 Annual Meeting of Stockholders, which may be obtained for free at the SEC’s website at [www.sec.gov](http://www.sec.gov). Additional information regarding the interests of participants in the solicitation of proxies in connection with the contemplated transactions will be included in the proxy statement that Advanced Disposal intends to file with the SEC.