WASTE MANAGEMENT, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Nominating and Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Waste Management, Inc. (the "Company") to, among other items outlined in this Charter, (1) assist the Board in the selection and evaluation of candidates for the Board, (2) recommend to the Board director nominees for the next annual meeting of stockholders, (3) advise the Board about the appropriate mix of skills, expertise and experience of the members of the Board and its committees, (4) lead the process for annual Board, committee and director performance evaluations, and (5) assist the Board in the review and evaluation of the Company's corporate governance profile. The Committee shall have and may exercise all the powers and authority of the Board with respect to the specific responsibilities and authority assigned to the Committee in this Charter or hereafter assigned to the Committee by the Board, except as may be otherwise provided by law.

COMMITTEE MEMBERSHIP AND STRUCTURE

The Committee shall consist of not less than three members of the Board, and each member of the Committee shall be designated by an affirmative vote of the majority of the Board. Any member of the Committee may be removed or replaced by an affirmative vote of the majority of the Board.

The Board shall also designate a chair of the Committee (the "Chair") based on the recommendation of the Committee, who shall be responsible for preparing the agenda in conjunction with management, presiding over meetings and coordination of reporting to the Board. If a Chair has not been designated by the Board or is not present at a meeting, the Committee may designate an interim Chair for such meeting by majority vote of the Committee members then in attendance.

Each member of the Committee must be a person the Board has determined to be an "independent director" in accordance with the New York Stock Exchange listing standards and the Company's Corporate Governance Guidelines.

RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

1. Review the overall effectiveness of the Board and the conduct of its business.

2. Review and make recommendations to the Board regarding Board composition and structure, including:

    a. Retirement policies for non-employee directors.

    b. Desired size of the Board and number of employee directors.

3. Identify individuals qualified to become members of the Board, prepare and recommend to the Board a slate of director nominees for election at the annual meeting of stockholders, and recommend nominees as determined necessary and appropriate to fill vacancies or change the size of the Board, including the following actions:

    a. Seek out potential candidates and otherwise aid in attracting highly qualified candidates for director.

    b. Consider candidates for director submitted by directors, officers, employees, stockholders and others.

    c. Consider current and future needs of the Board as a whole and review a matrix of experience, skills and expertise to inform nominee criteria.

    d. Recommend to the Board for nomination individuals based on an evaluation of criteria that has been established by the Board, including personal and professional integrity and sound judgment, business and professional skills and experience, independence, possible conflicts of interest, diversity and the potential for effectiveness, in conjunction with the other directors, to serve the long-term interests of the stockholders. The Committee shall seek diversity of background, thoughts and opinions on the Board obtained through, among other factors, diversity in business experience, professional expertise, gender and racial / ethnic background. When evaluating individuals to serve as directors of the Company, the Committee shall consider prior contributions to the Board, individual director performance evaluations and feedback, tenure and age of the Board as a whole and tenure and age of the individual, with the guideline that directors will not stand for reelection to the Board after reaching age 75, unless the Committee recommends otherwise. The Committee will also consider the nature and extent of a nominee's other commitments, including employment; service on public company, private company and non-profit boards (including compliance with the limitations on outside board memberships set forth in the Corporate Governance Guidelines); leadership roles on such boards; and the ability of the individual to manage such other commitments in conjunction with responsibilities to the Company and Board, when determining whether to recommend such individual for nomination or re-nomination for election to the Board.

4. Review and make recommendations to the Board regarding the nature and duties of Board committees, including:

    a. Evaluation of the charters, duties and powers of Board committees according to existing and planned Company objectives and other relevant considerations.

    b. Nomination of individuals to serve as members and chairs of each committee, including appointment of annual committee slates and additional committee members to fill vacancies as needed.

    c. Rotation of, and succession planning for, committee members and chairs.

5. Prior to each annual meeting of stockholders, review any stockholder proposal received by the Company for inclusion in the Company's proxy statement and make a recommendation to the Board with respect to how to respond to such proposal.

6. Oversee and administer the Company's Related Party Transactions Policy and review all related party transactions as required by such policy.

7. On an annual basis:

    a. Lead the process for annual Board and committee and director performance evaluations.

    b. Review individual director performance as a part of the process for recommending director nominees to the Board, in consultation with the chair of the Board.

    c. Discuss succession planning for the chair of the Board.

    d. Review and discuss with the Chief Executive Officer emergency management succession plans.

    e. Review the Company's corporate governance profile, including the corporate governance guidelines, and recommend changes to the Board as necessary or advisable.

    f. Review stockholder activism and engagement practices.

    g. Review developments, including trends and legislative and regulatory initiatives, pertaining to corporate governance.

    h. Review the Nominating and Governance Committee's performance relative to this Charter and report the evaluation results to the Board of Directors.

8. Establish a director orientation program and promote continuing director education.

9. Make regular reports to the Board.

10. Regularly approve minutes of Committee meetings.

11. Perform any other activities consistent with this Charter, the Company's By-laws, or other applicable or governing law, as the Committee deems appropriate, and report such other activities to the Board at its next regularly scheduled meeting.

The Committee shall have the sole authority to retain outside legal, accounting or other consultants, including search firms who assist in the identification of director candidates or otherwise advise the Committee, and to approve the fees and other terms of retention of such consultants. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee will meet as often as the members shall determine to be necessary or appropriate but at least two times during each year. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following each Committee meeting, accompanied by any recommendations to the Board approved by the Committee that require Board approval.