

Covanta Holding Corporation
Compensation Committee Charter

COVANTA HOLDING CORPORATION COMPENSATION COMMITTEE CHARTER

Compensation Committee Purposes and Structure

The purposes and responsibilities of the Compensation Committee is to discharge the Board of Directors' responsibilities relating to executive compensation. The Compensation Committee shall consist of not less than three Directors, appointed by the Board of Directors, and who shall serve until such member's successor is duly appointed or until such member's earlier resignation, replacement or removal. At all times during their tenure on the Compensation Committee, each member of the Compensation Committee shall be an independent director in accordance with the rules of the New York Stock Exchange and applicable Securities and Exchange Commission ("SEC") rules and regulations, as in effect from time to time.

The Board of Directors shall annually appoint one of the Compensation Committee members as Chairman of the Compensation Committee. The Board of Directors shall have the authority to remove members of the Compensation Committee with or without cause. The Compensation Committee shall be entitled to form sub-committees to the extent permitted by the Bylaws of the Corporation and the applicable governing laws.

Compensation Committee Responsibilities and Authority

In furtherance of this purpose, the Compensation Committee shall have the following authority:

1. To annually review and approve corporate goals and objectives relating to the compensation of the Chief Executive Officer ("CEO"), evaluate the performance of the CEO in light of those goals and review and establish the CEO's annual compensation and incentive plan participation levels and bases of participation. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider the Corporation's performance and relative shareholder return, the values of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
2. To review and approve on an annual basis the evaluation process and compensation structure for the Corporation's or its subsidiaries' other officers. The Compensation Committee shall evaluate the performance of the Corporation's or its subsidiaries' other officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such other officers. The Compensation Committee shall also provide oversight of the CEO's or other management's

decisions concerning the performance and compensation of other officers of the Corporation or its subsidiaries.

3. To review the Corporation's incentive compensation and other stock-based plans and recommend changes in such plans to the Board of Directors as needed and to review and submit to the Board of Directors recommendations concerning new executive compensation or stock-based plans.
4. To review and recommend on an annual basis for approval by the Board of Directors, the form and amount of non-management Director compensation and benefits. The Compensation Committee will consider that Directors' independence may be jeopardized if Director compensation and perquisites exceed customary levels, if the Corporation makes substantial charitable contributions to organizations with which a Director is affiliated, or if the Corporation enters into consulting contracts with (or provides other indirect forms of compensation to) a Director or an organization with which the Director is affiliated. The Compensation Committee shall consider the following principles in its review of non-management Director compensation and benefits: (i) Directors should be fairly compensated for the services they provide to the Corporation (taking into account, among other things, the size and complexity of the Corporation's business and the compensation and benefits paid to directors of comparable companies); (ii) the interests of Directors should be aligned with the interests of stockholders; and (iii) the compensation of Directors should be easy for stockholders to understand.
5. To review and discuss with management the annual Compensation Discussion and Analysis ("CD&A"), and, based on this review and discussion, make a recommendation to the Board as to whether such CD&A should be included in the Corporation's annual report on Form 10-K and the Corporation's proxy statement in accordance with the applicable SEC rules and regulations.
6. To prepare, approve and publish an annual executive compensation report in the Corporation's annual report on Form 10-K and the Corporation's proxy statement in accordance with the applicable SEC rules and regulations.
7. Administer any other officer compensation plans and programs in addition to those described above (except as otherwise determined by the Board of Directors).
8. Monitor compliance with legal prohibitions on loans to Directors or executive officers of the Corporation.
9. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used by it to assist in the evaluation of Director, CEO or other officer compensation and shall have authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

10. To provide risk oversight in areas of talent retention, compensation design, and succession planning.
11. Perform such other duties with regard to the compensation of the officers and other key executives of the Corporation as the Board of Directors may request.

Meetings, Reports and Procedures

The Compensation Committee shall hold at least one regular meeting per year, which shall be scheduled as nearly as practicable to occur in connection with the annual meeting of the Board of Directors. The Compensation Committee may also hold special meetings which shall be called by telephone or written notice by the Chairman of the Compensation Committee or any two members acting without a meeting. The Compensation Committee shall keep a written record of its proceedings. The CEO may not be present during voting or deliberations of the Compensation Committee.

In advance of every regular meeting, the Chairman of the Compensation Committee, with the assistance of the Secretary of the Corporation, shall prepare and distribute to the Compensation Committee members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting. The Compensation Committee may require officers and employees of the Corporation to produce such information and reports, including reports to be provided annually or on other regular bases, as the Compensation Committee may deem appropriate.

The Compensation Committee shall report to the Board of Directors at each meeting of the Board of Directors on the Compensation Committee's activities since the last Board of Directors meeting.

The Compensation Committee shall have the authority to cause investigations to be made of such matters within the scope of the Compensation Committee's purposes and responsibilities as the Compensation Committee may deem appropriate. Such investigations may be made by the Corporation's employees or such other persons or firms as the Compensation Committee may direct.

The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

The Compensation Committee may adopt such additional procedures, consistent with this Charter, as the Compensation Committee deems appropriate.

The Compensation Committee charter will be made available on the Corporation's website at www.covanta.com.