

**Covanta Holding Corporation**  
**Supply Chain and Public Policy Committee Charter**

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**SUPPLY CHAIN AND PUBLIC POLICY COMMITTEE CHARTER**

**Purpose and General Responsibilities**

The primary purpose of the Supply Chain and Public Policy Committee is to assist the Board of Directors in fulfilling its oversight responsibilities for matters relating to the execution of strategies related to portions of the Corporation's supply chain activities, taking into account the regulatory and public policy framework affecting the Corporation. In furtherance of this purpose, the Committee shall have the following general oversight responsibilities:

- employee safety and health programs, policies and performance;
- environmental compliance programs and performance;
- sustainability initiatives, performance, and reporting;
- matters affecting the Corporation's supply chain and strategic sourcing activities;
- technical matters and developments affecting operations, maintenance, construction and engineering;
- matters relating to continuous improvement activities across the Corporation's business;
- the evaluation and implications of trends in technical developments that may have competitive implications for the Corporation;
- matters of public policy affecting the Corporation domestically and internationally;
- matters affecting the Corporation's government affairs and public policy activities; and
- corporate contributions to political activities, as well as any political action committees associated with the Corporation.

The Committee's responsibilities shall include providing general risk oversight in the areas described above

**Composition**

The Committee shall consist of a minimum of two Directors. Members of the Supply Chain and Public Policy Committee shall be appointed annually by the Board of Directors upon the recommendation of the Nominating and Governance Committee and may be removed or replaced by the Board of Directors in its discretion.

**Meetings, Reports and Procedures**

The Committee shall meet at such times as the Chair of the Committee shall designate and notice of such meetings shall be given to the Committee's members in accordance with the bylaws of the Corporation. In advance of every meeting, the Chair of the Committee, with the assistance of the Secretary of the Corporation, shall prepare and distribute to the Committee's members and others, as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting.

Directors not on the Committee may attend meetings of the Committee at their discretion. At the invitation of the Chair of the Committee, members of management or outside consultants may also attend Committee meetings. Members of the Committee may participate in meetings through the use of conference telephones or similar communications equipment, as long as all members participating in such meeting can hear one another, and such participation shall

constitute presence at such meetings. Minutes of each meeting of the Committee shall be filed with the records of the Corporation.

Unless the members of the Committee determine otherwise by resolution, any action required or permitted to be taken by the Committee may be taken without a meeting if all of its members consent thereto in writing and the writing(s) are filed with the minutes of the proceedings of the Committee.

The Committee shall periodically or as required by the nature of its duties report on its activities to the Board of Directors and shall make recommendations to the Board of Directors as its members deem appropriate.

The Committee, as it may deem appropriate, shall have the authority to cause investigations to be made of such matters within the scope of its purpose and responsibilities. Such investigations may be made by the Corporation's employees or such other persons or firms that the Committee shall select.

The Committee shall have authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve and receive funding for related fees and retention terms.

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

The Committee may adopt such additional procedures, consistent with this Charter, as its members deem appropriate.

The Supply Chain and Public Policy Committee Charter will be made available on the Corporation's website at [www.covanta.com](http://www.covanta.com).