

CASELLA WASTE SYSTEMS, INC.

Compensation and Human Capital Committee Charter

Purpose

The purpose of the Compensation and Human Capital Committee of the Board of Directors of Casella Waste Systems, Inc. (the “Company”) is to oversee (i) the discharge of the responsibilities of the Board of Directors relating to the evaluation and compensation of the Company’s executive officers and (ii) the development, implementation, and effectiveness of the Company’s policies and strategies related to its human capital management function, including but not limited to those policies and strategies regarding diversity, equality and inclusion, and talent management.

Structure and Membership

1. Number. Except as otherwise permitted by applicable Nasdaq rules, the Compensation and Human Capital Committee shall consist of at least three members of the Board of Directors.
2. Independence. Except as otherwise permitted by applicable Nasdaq rules, each member of the Compensation and Human Capital Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2). In addition, in affirmatively determining the independence of any director who will serve on the Compensation and Human Capital Committee, the Board of Directors shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Compensation and Human Capital Committee member, including, but not limited to: (i) the source of compensation of the director, including any director, consulting, advisory or other compensatory fee paid by the Company to the director; and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. No director shall serve as a member of the Compensation and Human Capital Committee if such person is, or since the beginning of the Company’s last fiscal year has been, part of an interlocking directorate in which an executive officer of the Company serves on the board of directors of the company that concurrently employs such Compensation and Human Capital Committee member.
3. Chair. Unless the Board of Directors elects a Chair of the Compensation and Human Capital Committee, the Compensation and Human Capital Committee shall elect a Chair by majority vote. The Chair shall convene and preside over all meetings of the Compensation and Human Capital Committee, set agendas for Compensation and Human Capital Committee meetings, determine the information needs of the Compensation and Human Capital Committee and report Compensation and Human Capital Committee actions to the Board. In the absence of the Chair during any Compensation and Human Capital Committee meeting, the Compensation and Human Capital Committee may designate a chairman pro tempore.

4. Compensation. The compensation of Compensation and Human Capital Committee members shall be as determined by the Board of Directors.
5. Selection and Removal. Members of the Compensation and Human Capital Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominations and Governance Committee. The Board of Directors may remove members of the Compensation and Human Capital Committee from such committee, with or without cause. In the event any member of the Compensation and Human Capital Committee shall cease to be a director of the Company, the vacancy thus created shall either be filled by the Board or, at the Board's discretion, left unfilled, provided that in no event shall the Committee consist of less than three members.

Authority and Responsibilities

General

The following functions are the recurring activities of the Compensation and Human Capital Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Compensation and Human Capital Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Compensation and Human Capital Committee shall also carry out any other responsibilities and duties delegated to it by the Board, from time to time, related to the purposes of the Committee.

Compensation Matters

1. CEO Compensation. The Compensation and Human Capital Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation.
2. Executive Officer Compensation. The Compensation and Human Capital Committee shall review and approve executive officer (including CEO) compensation, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Compensation and Human Capital Committee shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation. For purposes hereof, "executive officer" refers to the Company's officers who are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the

“Exchange Act”).

3. Evaluation of CEO. The Compensation and Human Capital Committee shall be responsible for overseeing the evaluation of the CEO. The Compensation and Human Capital Committee shall determine the nature and frequency of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the performance of the CEO, to be discussed with the Board.
4. Plan Recommendations and Approvals. The Compensation and Human Capital Committee shall have the powers and authorities vested in it by any incentive-compensation plans and equity-based plans of the Company. The Compensation and Human Capital Committee shall periodically review and make recommendations to the Board of Directors with respect to such incentive-compensation plans and equity-based plans. In addition to any recommendation provided by the Compensation and Human Capital Committee to the full Board of Directors, the Compensation and Human Capital Committee shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company.
5. Incentive Plan Administration. The Compensation and Human Capital Committee shall exercise all rights, authority and functions of the Board of Directors under all of the Company’s stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan or resolution of the Board of Directors, the Compensation and Human Capital Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Compensation and Human Capital Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Compensation and Human Capital Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in Nasdaq Rule 5635(c)(4).
6. Director Compensation. The Compensation and Human Capital Committee shall periodically review and make recommendations to the Board of Directors with respect to director compensation.
7. Succession of Senior Executives. The Compensation and Human Capital Committee shall present an annual report to the Board on succession planning, which shall include recommendations relating to transitional leadership in the event of an emergency or an unplanned vacancy. The Compensation and Human Capital Committee shall identify, and periodically review and reassess, the qualities and characteristics necessary for an effective CEO. With these principles in mind, the Compensation and Human Capital

Committee should periodically monitor and review the development and progression of potential internal candidates against these standards.

8. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Compensation and Human Capital Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Compensation and Human Capital Committee shall consider annually whether it will recommend to the Board of Directors that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
9. Compensation and Human Capital Committee Report. The Compensation and Human Capital Committee shall prepare the annual Compensation and Human Capital Committee Report required by Item 407(e)(5) of Regulation S-K.
10. Compensation Consultants, Legal Counsel and Other Advisors. The Compensation and Human Capital Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Compensation and Human Capital Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Compensation and Human Capital Committee. The Compensation and Human Capital Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation, as determined by the Compensation and Human Capital Committee, of any compensation consultant, legal counsel and other advisor retained by the Compensation and Human Capital Committee. When appointing, or receiving advice from, any compensation consultant, legal counsel, or other advisor to the Committee, the Committee shall assess the independence of such advisor from management, taking into consideration the applicable factors affecting independence that are specified in Nasdaq Rule 5605(d)(3)(D) as well as any other factors the Committee deems relevant. The Committee shall ensure that any disclosure required by the rules and regulations of the Securities and Exchange Commission or Nasdaq related to the foregoing is included in the Company's annual meeting proxy statement.
11. Compensation Risk. The Compensation and Human Capital Committee shall review annually the potential risk to the Company from its compensation programs and policies, including any incentive plans, and whether such programs and policies incentivize unnecessary and excessive risk taking.
12. Oversight. The Compensation and Human Capital Committee shall oversee the Company's (i) submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and (ii) engagement with proxy advisory firms and other shareowner groups on executive compensation matters. The Compensation and Human Capital Committee also shall review the results of such advisory votes and consider any implications.

13. Tax Matters. The Compensation and Human Capital Committee shall oversee the Company's policies on structuring compensation programs to preserve tax deductibility, and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
14. Clawback Policy. The Compensation and Human Capital Committee shall oversee the Company's Compensation Clawback Policy and any clawback policy the Company may adopt in future.
15. Human Capital Matters. The Compensation and Human Capital Committee shall periodically review and discuss with management the development, implementation and effectiveness of the Company's policies and strategies relating to its human capital management function, including but not limited to those policies and strategies regarding diversity, equality and inclusion, and talent management, and to review whether Company strategy and its sustainability, human capital management, corporate responsibility and governance priorities are appropriately aligned with the Company's executive compensation plans, as appropriate.
16. Additional Duties. The Compensation and Human Capital Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

Procedures and Administration

1. Meetings. The Compensation and Human Capital Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation and Human Capital Committee may also act by unanimous written consent in lieu of a meeting. The Compensation and Human Capital Committee shall keep such records of its meetings as it shall deem appropriate.
2. Quorum. At least two members of the Compensation and Human Capital Committee constitute a quorum and a quorum is required for the transaction of all business.
3. Notice of Meetings. Notice of a meeting of the Compensation and Human Capital Committee may be made by any reasonable means, including via e-mail or other electronic transmission.
4. Action by the Committee. The action of the majority of the members of the Compensation and Human Capital Committee present at a duly convened meeting shall be the action of the Committee. Members of the Compensation and Human Capital Committee may not be represented by proxy at any meeting of the Committee.
5. Meetings by Electronic Communications Equipment. Meetings of the Compensation and Human Capital Committee may be held by telephone or by any other means of electronic communication by which all such members participating in the meeting are able to speak to one another.

6. Meeting Agendas. The agendas for meetings shall be determined by the Chair in consultation with the Compensation and Human Capital Committee members and company management. Any Compensation and Human Capital Committee member may request the inclusion of items on the agenda or raise subjects at a meeting that are not on the meeting agenda.
7. Subcommittees. The Compensation and Human Capital Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, provided that each member qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act, and the rules and regulations thereunder, and an “outside director,” as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).
8. Reports to Board. The Compensation and Human Capital Committee shall report regularly to the Board of Directors (i) the matters discussed at regular or special meetings of the Compensation and Human Capital Committee, (ii) with respect to such other matters as are relevant to the Compensation and Human Capital Committee’s discharge of its responsibilities, and (iii) with respect to such recommendations as the Compensation and Human Capital Committee may deem appropriate, such reports to the Board may take the form of an oral report by the Chair or any other member of the Compensation and Human Capital Committee designated by the Compensation and Human Capital Committee to make such a report.
9. Charter. At least annually, the Compensation and Human Capital Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
10. Investigations. The Compensation and Human Capital Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Compensation and Human Capital Committee or any advisors engaged by the Compensation and Human Capital Committee.
11. Self-Evaluation. The Compensation and Human Capital Committee shall periodically evaluate its own performance.
12. Indemnification. All members of the Compensation and Human Capital Committee shall be indemnified and held harmless by the Company and its successors and assigns in connection with their service on the Committee to the maximum extent provided for under applicable law, the Company’s Certificate of Incorporation and By-laws.

Nothing contained in this Charter is intended to create, or should be construed as creating, any additional responsibility or liability of the members of the Compensation and Human Capital Committee, except to the extent otherwise provided under the

Company's Certificate of Incorporation, By-laws and other applicable law, which shall continue to set the standard for the conduct of the members of the Compensation and Human Capital Committee.

13. Disclosure of Charter. This Charter shall be made available on the Company's website, as disclosed in the Company's annual meeting proxy statement.

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