**WASTE MANAGEMENT INC AGM Date: 2013-05-10**

**1a Elect Bradbury H. Anderson** **For**

**1b Elect Frank M. Clark, Jr.** **Oppose**
Non-Executive Director. Independent by Company, but not considered independent as he has been on the Board for more than nine years. There is insufficient independent representation on the Board.

**1c Elect Patrick W. Gross** **Abstain**
Independent Non-Executive Director. However, there are concerns over his aggregate time commitments.

**1d Elect Victoria M. Holt** **For**
Newly nominated independent Non-Executive Director.

**1e Elect John C. Pope** **Oppose**
Non-Executive Director. Independent by Company, but not considered independent as he has served on the Board for more than nine years. There are insufficient independent directors on the Board. In addition, there are concerns over his aggregate time commitments.

**1f Elect W. Robert Reum** **Oppose**
Non-Executive Chairman. Independent by company, but not considered independent as he has served on the Board for over nine years. There is insufficient independent representation on the Board.

**1g Elect David P. Steiner** **Abstain**
Chief Executive Officer. There are concerns over his aggregate external time commitments.

**1h Elect Thomas H. Weidemeyer** **For**

**2 Ratify the appointment of the auditors** **For**

**3 Approve Pay Structure** **Oppose**
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. Our voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The Compensation Committee has downward only discretion on Annual Awards. LTIP pays out on 50% of each executives' PSUs granted in 2012 are dependent on return on invested capital, or ROIC, and payout on the remaining 50% of PSUs granted in 2012 are dependent on total shareholder return relative to the S&P 500.
A concern is that there is not a three-year period for stock options as they vest in 25% increments on the first two anniversaries of the date of grant and the remaining 50% vest on the third anniversary. There is some confusion over the targets for Annual Awards as their Companywide threshold performance metrics were not met for annual cash incentive awards. However, they state that former Midwest geographic operating Group and former Eastern geographic operating Group exceeded threshold performance on certain of their Group-level performance metrics. As a result, Mr. Jeff Harris received an annual cash bonus of 45.85% of target on account of Midwest Group performance. The Company has targets for their LTIP and states that they generated a return on invested capital, that was above threshold for the three-year performance period ended December 31, 2012 but below target, resulting in a 62.94% payout on performance share units

("PSUs") in shares of Common Stock. This size of payout for below target performance is not considered to be best practice.

**4 Shareholder Resolution: Executives to retain significant stock until one year following termination of employment** **For**

Proposed by: Mr. Kenneth Steiner
The proponent requests that the Board should undertake such steps as may be necessary to adopt a policy requiring that senior executives retain a significant percentage of stock acquired through equity pay programs until one-year following the termination of their employment and to report to shareholders regarding this policy before our next annual shareholder meeting. Furthermore, the proposal recommends that the executive pay committee adopt a percentage of 25% of net after-tax stock. The policy shall apply to future grants and awards of equity pay and should address the permissibility of transactions such as hedging transactions which are not sales but reduce the risk of loss to executives. This proposal asks for a retention policy starting as soon as possible, as a minimum. The company argues that the senior executives are already required to own significant amounts of the stock, and that the executive compensation program already emphasizes long-term equity ownership by executives, which the Board believes is the best way to create incentives for management to build sustained shareholder value. Furthermore, by imposing unnecessary restrictions on former executives, the Board believes that the proposal would make the compensation packages less competitive, but with no associated benefit to the Company. It is considered that equity compensation and mandatory equity ownership for executives promotes accountability and encourages them to enhance stockholder value and adopt a long-term strategy. Furthermore, it is believed that the Board has not provided a sufficient argument as to why retaining stock would be detrimental to the retention of Executive officers. In addition, it prevents disproportionately high compensation to officers based on changes in market price alone.
Note: This proposal received approximately 23% of the votes cast supporting the proposal at the 2012 Annual Meeting.

**5 Stockholder proposal regarding disclosure of political contributions** **For**

Proposed by: New York State Common Retirement Fund and International Brotherhood of Teamsters General Fund.
The proponents request that the Company provide a report, updated semi-annually, disclosing the Company's: 1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum. 2 . Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including: a . The identity of the recipient as well as the amount paid to each; and b. The title(s) of the person(s) in the Company responsible decision making. The report shall be represented to the board of directors or relevant board committee and posted on the Company's website. In light of the supporting disclosure that Waste Management has contributed at least $5,275,635 in corporate funds since the 2002 election cycle, the issue is considered to be of interest to shareholders. It is noted that while the company states that the information on political contributions made by the company is publicly available on their website and that further information on participation in the political process has been provided, it is not considered that all donations by the Company, as defined by the proponent, have been disclosed. The company acknowledges that individual staff contributions are not the sole source of funds provided to political parties and we would welcome increased disclosure as requested in the resolution. Therefore we support the proposal.

**6 Stockholder proposal regarding compensation benchmarking cap** **For**

Proposed by: AFL-CIO Reserve Fund
The proponents urge the Compensation Committee of the Board of Directors to adopt a policy that if the Committee uses peer group benchmarking to establish target awards for senior executive compensation, the benchmark should not exceed the 50th percentile of the Company's

peers. The Committee shall implement this policy in a manner that does not violate any existing employment agreement or compensation plan.
If benchmarking is used, Triodos is not in favour of compensation based on below median achievement. Therefore, we support the resolution.