

**CHARTER
OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF SERVICEMASTER GLOBAL HOLDINGS, INC.**

Adopted by the Board of Directors on July 24, 2007;
and as last amended July 25, 2017.

Pursuant to duly adopted Third Amended and Restated By-Laws of the Company (as amended from time to time, the “By-Laws”), the Board of Directors (the “Board”) of ServiceMaster Global Holdings, Inc. (the “Company”) has determined that the Compensation Committee of the Board shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby adopts this Compensation Committee Charter (this “Charter”), to establish the governing principles of the Compensation Committee (the “Committee”).

PURPOSE

The primary purposes of the Committee are:

- a) to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (“CEO”), “executive officers” (as defined in SEC Rule 3b-7) (collectively, the “Senior Management Group”), and the compensation of the non-management directors of the Board as set forth below;
- b) to review and approve the “Compensation Discussion and Analysis” (the “CD&A”) for inclusion in the Company’s annual proxy statement or Form 10-K, and prepare any “Compensation Committee Report” required by Item 407(e)(5) of Regulation S-K under the Securities Act of 1933;
- c) to oversee the Company’s overall compensation structure and policies; and
- d) to take such other actions relating to the compensation and benefits structure of the Company as the Committee deems necessary or appropriate.

AUTHORITY AND RESOURCES

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary to compensate any consultant, independent counsel, expert or advisor (collectively, “Compensation Advisors”) retained by the Committee, without further approval by the Board. The Committee shall have the sole authority and responsibility, without further approval from the Board, (a) to select and retain and terminate Compensation Advisors to assist in the evaluation of CEO and Senior Management Group compensation, director compensation or any other compensation related matter, (b) to oversee the work of any Compensation Advisor and (c) to approve any compensation payable by the Company to such Compensation Advisor. In selecting a Compensation Advisor, the Committee shall have the sole authority to select any Compensation Advisor it shall deem appropriate; provided, however, that, prior to such selection, the Committee shall assess the independence of such Compensation Advisor,

taking into consideration such factors as the Committee determines to be appropriate or as required by applicable law or the New York Stock Exchange (the “NYSE”), including but not limited to (i) the provision of other services to the Company by the person that employs the Compensation Advisor (the “Advisor’s Employer”); (ii) the amount of fees received from the Company by the Advisor’s Employer as a percentage of the total revenue of the Advisor’s Employer; (iii) the policies and procedures of the Advisor’s Employer that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Compensation Advisor with any member of the Committee; (v) any stock of the Company owned by the Compensation Advisor and (vi) any business or personal relationship of the Compensation Advisor or the Advisor’s Employer with an executive officer of the Company.

Notwithstanding the foregoing, an independence assessment will not be required prior to seeking advice from in-house counsel for the Company or when an advisor is (a) consulting on a broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and is available generally to all salaried employees or (b) providing information that is not customized for the Company or that is customized based on parameters that are not developed by the Compensation Advisor and about which the Compensation Advisor does not provide advice. The Committee, following an independence assessment as described in this paragraph, shall not be prohibited from retaining a Compensation Advisor who is not independent and the Committee shall have no obligation to implement or act consistently with the advice or recommendation of any Compensation Advisor.

In fulfilling its responsibilities, the Committee will have full access to all of the Company’s books, records, facilities and personnel.

MEMBERSHIP

The Committee shall consist of at least three directors, unless otherwise determined by the Board. The members of the Committee must satisfy any applicable independence and experience requirements of the United States Securities and Exchange Commission (the “SEC”) or other regulatory body and the NYSE. Committee members shall be appointed, and may be removed, by the Board in accordance with the By-Laws of the Company. Committee members shall serve for such term or terms as the Board may determine. The Committee shall have the authority to establish subcommittees and to delegate any of its responsibilities to such subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of directors satisfying the foregoing independence standards. Either (x) each Committee member will be a “non-employee director” for purposes of SEC Rule 16b-3 and will be an “outside director” for purposes of Section 162(m) of the Internal Revenue Code or (y) the Committee, as it deems appropriate, may establish one or more subcommittees consisting solely of non-employee directors and outside directors for purposes of fulfilling the Committee’s duties under SEC Rule 16b-3 and Section 162(m) of the Internal Revenue Code. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the SEC or the NYSE. Unless a Chair of the Committee is elected by the Board, the Committee may designate its Chair by majority vote of the Committee.

RESPONSIBILITIES

The Committee's duties and responsibilities shall include the matters enumerated below, as well as such other matters as may be delegated to the Committee by the Board from time to time:

1. Review management proposals regarding compensation philosophy and compensation plans and guidelines for members of the Board and the Senior Management Group, and report conclusions to the Board. Such review includes plans and administration of plans relative to base salary, short-term incentives, long-term incentives, and all executive benefits and perquisites.
2. The Committee will (i) review and approve goals and objectives relevant to the CEO's compensation, (ii) evaluate the CEO's performance in light of those goals and objectives and (iii) determine and approve an appropriate compensation level, pertaining to all elements of compensation (including awards under cash and equity incentive plans) for the CEO, based on the Company's compensation philosophy, goals, objectives and the CEO's performance. In establishing long term incentive compensation for the CEO, the Committee will consider the Company's performance, relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies and the value of the awards given to the CEO in past years. The Committee's determination of CEO compensation will be reported and discussed with the Board.
3. Annually review with the CEO the performance and compensation of the other members of the Senior Management Group.
4. Review the CEO's recommendation for compensation, including base salary, short term incentive, and long term incentive and equity, for all members of the Senior Management Group other than the CEO and make determinations with respect to the same.
5. Periodically review and approve management proposals concerning any material additions, deletions or changes to the employee benefit plans of the Company and its subsidiaries, including incentive-compensation plans and equity-based plans, and all other material compensation proposals. If separate approval by the Board is required for any of these proposals, the Committee shall make recommendations to the Board as to such proposal.
6. Oversee the Company's regulatory compliance with respect to executive compensation matters, including the Company's policies on structuring compensation programs to maximize tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been obtained for purposes of Section 162(m) of the Internal Revenue Code.

7. Review and discuss with the Company's management the CD&A and prepare, review and approve the "Compensation Committee Report" and its inclusion in any document, including in the annual report to shareholders, the annual proxy statement or Form 10-K.
8. To the extent the Company is subject to say-on-pay voting, review the results of any advisory stockholder votes on executive compensation and consider whether to adjust (or recommend that the Board adjusts) the Company's executive compensation policies and practices as a result of such voting results.
9. Develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including equity awards) paid to members of the Senior Management Group as required by the rules of the NYSE or applicable law, or otherwise determined to be in the best interest of the Company.
10. Oversee the process for and, if requested, assist the Board with periodically conducting an evaluation of the Company's management succession plans to help assure proper management planning; provided, that the implementation of the succession plan for the non-CEO executive officers will be the responsibility of the CEO, and the implementation of the succession plan for the CEO will be the responsibility of the Board.
11. Annually review the adequacy of this Charter and submit any changes to the Board for approval.
12. Annually evaluate and review with the Board the Committee's own performance. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.
13. Periodically review the compensation of the Company's non-employee directors and make recommendations to the Board with respect thereto.
14. Review and approve, when needed, appointments, terminations, employment agreements, severance agreements, consulting agreements and change in control agreement and related compensation and benefit packages for the Company's executives and other members of the Senior Management Group.
15. Review and assess whether the compensation of the Company's employees (including the Senior Management Group) encourages employees to engage in excessive risk.
16. Report regularly to the Board on all matters charged to the responsibility of the Committee. The report to the Board may be in writing, by submission of Committee minutes and consents or take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.

17. Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein or as may from time to time be delegated to the Committee.

With respect to the foregoing powers and responsibilities, and to minimize administrative burdens, the Committee may, in its discretion, establish thresholds below which approval for some of these activities and associated transactions can be delegated to management without direct Committee involvement; provided, that no member of management shall be delegated authority over his or her own compensation (other than with respect to benefit plans in which such member of management participates on the same basis as other employees generally). Such delegation may entail authority to form management committees with respect to the employee benefit plans, including but not limited to committees formed for the administration and investment of the 401(k) plan and other benefit plans, to the extent not otherwise inconsistent with its obligations and responsibilities and applicable law (including, without limitation, SEC Rule 16b-3 and Section 162(m) of the Internal Revenue Code). The Committee shall oversee the work of any such management committees and those committees shall periodically report their activities to the Committee.

PROCEDURES

The Committee shall meet, either in person or via teleconference, as necessary to enable it to fulfill its responsibilities. The Committee shall be afforded the opportunity, as it deems necessary and at the Committee's discretion, to meet in separate executive session meetings with (a) members of management and (b) consultants and advisors. The meetings and other actions of the Committee shall be governed by the provisions of Article III of the Company's By-Laws applicable to meetings and actions of the committees of the Board. Meetings of the Committee may be called by the Chair of the Board or any member of the Committee. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. Committee members shall be given notice of a meeting in accordance with Section 2.06 of the By-Laws at least 24 hours in advance personally, by telephone, facsimile or electronic transmission (as defined in Section 8.08 of the Company's By-Laws). Any such notice need not be given to any Committee member who attends such meeting without protesting the lack of notice to him or her, prior to or at the commencement of such meeting, or to any member who submits a signed waiver of notice, whether before or after such meeting. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board, subject to applicable law.

The Committee may adopt rules of governance, not inconsistent with this Charter, to assist the Committee in the discharge of its responsibilities.

MISCELLANEOUS

Members of the Committee may receive their Board and Committee fees in cash, shares of the Company, options, restricted share units, deferred share units, or other equity-based consideration as determined by the Board, in addition to all other benefits that other directors of the Company receive.

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of the NYSE applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with the Company's Corporate Governance Guidelines. This Charter is, and any amendments thereto will be, displayed on the Company's website and a printed copy will be made available to any shareholder of the Company who requests such.