

**CHARTER  
OF THE ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF SERVICEMASTER GLOBAL HOLDINGS, INC.**

Approved by the Board of Directors on April 25, 2017.

The Board of Directors (the “Board”) of ServiceMaster Global Holdings, Inc. (the “Company”), pursuant to the Company’s By-Laws, as the same may be amended from time to time (as amended from time to time, the “By-Laws”), has determined that the Environmental, Health and Safety Committee of the Board shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby adopts this Environmental, Health and Safety Committee Charter (this “Charter”), to establish the governing principles of the Environmental, Health and Safety Committee (the “Committee”).

**AUTHORITY AND RESOURCES**

The Committee may obtain advice and assistance from outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. The Company shall provide appropriate funding, as determined by the Committee, (i) to compensate any consultant, legal or other advisors employed by the Committee and (ii) for ordinary administrative expenses of the Committee in carrying out its duties. 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, each of whom shall satisfy the independence requirements of the NYSE, unless otherwise determined by the Board. Committee members will be appointed, and may be removed, by the Board in accordance with the Company’s By-Laws. 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. 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 the status of the Company's policies and practices concerning environmental, health and safety matters, including processes to manage environmental, health and safety risk, and ensure compliance with applicable laws and regulations;
2. Review and monitor the Company's environmental, health and safety risk assessments, performance, strategies, training and resources;
3. Review and provide input to the Company on the management of current and emerging environmental, health and safety regulations and issues;
4. Report periodically to the Board on environmental, health and safety matters affecting the Company;
5. Annually evaluate and review the Committee's own performance. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate;
6. Annually review the adequacy of this Charter and submit any changes to the Board for approval; and
7. Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

## **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 Chairman 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 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 stockholder of the Company who requests such.