

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

Effective as of June 27, 2018

PURPOSE

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of BrightView Holdings, Inc. (the “Company”) shall:

- A. Discharge the responsibilities delegated by the Board relating to the Company’s compensation philosophy and programs and to the compensation of the Company’s executives and members of the Board;
- B. Provide governance by appropriately and effectively using compensation (which includes, for the purposes of this charter, salary, bonus and all benefits whether monetary or otherwise) to link the interests of the Company’s executives and members of the Board to those of stockholders in order to promote the achievement of the Company’s vision and goals.

COMMITTEE MEMBERSHIP

Composition, Qualifications and Voting

The Committee shall be comprised of no fewer than two members of the Board, and, subject to an election by the Company to rely on the exemption available to “controlled companies” and the applicable transition periods, each member of the Committee shall be determined by the Board to be “independent” under the applicable rules of the New York Stock Exchange and any other eligibility requirements that may be set forth from time to time pursuant to applicable law, including the rules of the Securities and Exchange Commission (“SEC”). Each member of the Committee shall have one vote on all matters.

Appointment

The members of the Committee shall be appointed by the Board. Each member of the Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a resolution of the Board.

Chairperson

Unless a Chairperson is elected by the Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible to set the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that when appropriate to satisfy the requirements of Section 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), any such subcommittee shall be composed solely of two or more members that have been determined to be “Non-Employee Directors” within the meaning of Rule 16b-3 under the Exchange Act.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any non-Section 16 officer of the Company under the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of the Company’s jurisdiction.

MEETINGS

The Committee shall meet as frequently as circumstances dictate. Any member of the Board may call meetings of the Committee. Unless otherwise agreed to by all members of the Committee, a majority of the members of the Committee shall constitute a quorum to take action at any meeting of the Committee and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

As part of its review and establishment of the performance criteria and compensation of the Company’s executives, the Committee should meet separately with the Company’s CEO, principal human resources executive and any other officers, as it deems appropriate. However, the Committee should meet regularly without such officers present at meetings at which their performance and compensation are being discussed and determined. Unless otherwise restricted by the Company’s certificate of incorporation or bylaws, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company’s certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

All non-management members of Board that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any member of the Board, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in this Charter. These functions should serve as a guide with the understanding that the 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 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 outlined in the Purpose section of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain, obtain the advice of and terminate any compensation consultant, outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, outside counsel or other expert retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, outside counsel or other expert retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Subject to an election by the Company to rely on the exemption available to controlled companies, the Committee shall undertake an independence assessment prior to selecting any compensation consultant, outside counsel or other experts that will provide advice to the Committee as may be required by the New York Stock Exchange from time to time. It is expected that the Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, it is expected that the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

Setting Compensation:

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve corporate goals and objectives, including annual performance objectives, relevant to the compensation of the Company's CEO.
3. Evaluate the performance of the Company's CEO in light of these criteria and, based on such evaluation, review and approve the annual salary, bonus, equity-based incentives and other benefits, direct and indirect, of the CEO and the Executive Leadership Team.
4. In connection with the Company's executive compensation programs:
 - (i) Review and approve, or recommend to the Board for approval, new or modified executive compensation programs;
 - (ii) Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); and
 - (iii) Establish and periodically review policies for the administration of executive compensation programs.
5. Discuss the results of the stockholder advisory vote on "say-on-pay," if any, with regard to the named executive officers.

6. Review and approve, or make recommendations to the Board for the approval of, any compensation for members of the Board.
7. Review and approve, or make recommendations to the Board for approval of, any contracts or other transactions with prospective, current or former members of the Board or of the Company's Executive Leadership Team, including consulting arrangements, employment contracts, severance or termination agreements, and any related compensation.
8. Review and approve, or make recommendations to the Board for approval of, any contract or other transaction that would require the Company to make any bonus payment of \$250,000 or more.

Monitoring Incentive and Equity-Based Compensation Plans:

9. Review and approve, or make recommendations to the Board for approval of, the Company's incentive-compensation plans and equity-based plans that are subject to the approval of the Board.
10. Review and approve, or make recommendations to the Board for approval of, all awards of equity pursuant to the Company's equity-based plans to (i) the 15 highest paid employees of the Company, as determined based on base salary, (ii) to the extent such employees are not among the 15 highest paid employees, members of the Company's Executive Leadership Team and Section 16 officers, and (iii) members of the Board.
11. Monitor compliance with the rules and guidelines of the Company's equity-based plans by participants in such plans.
12. Select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants to provide independent advice to the Committee. In that connection, in the event the Committee retains a compensation consultant, the Committee shall have the sole authority to approve such consultant's fees and other retention terms.

Reports:

13. Prepare the compensation committee report on executive officer compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
14. Oversee the preparation of the "Compensation Discussion and Analysis" (the "CD&A") for inclusion in the Company's annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC. The Committee shall review and discuss the CD&A with management each year and, based on that review and discussion, determine whether or not to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.
15. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The

report to the Board may take the form of an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make such report.

16. Maintain minutes or other records of meetings and activities of the Committee.

Annual Performance Evaluation:

17. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and assess on a periodic basis the adequacy of this Charter and report to the Board such recommendations as the Committee may deem appropriate with respect to any modifications hereto. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate. Notwithstanding anything to the contrary herein, the Committee may choose to forgo an annual evaluation of itself pursuant to the exemption provided to “controlled companies” under the rules of the NYSE for so long as the Company remains a controlled company.