

Charter of the Audit Committee of the Board of Directors (Revised through 9/7/2016)

Introduction

The Clean Harbors Audit Committee is appointed by and responsible to the Company's Board of Directors. The Committee's principal purposes are to: (A) assist Board oversight of (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, and (4) the performance of the Company's internal audit function and independent auditors; and (B) prepare an audit committee report as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

The Audit Committee shall conduct its business in accordance with this Charter as amended from time to time by the Board of Directors and shall have the delegated authority of the Board in conducting its business. This Charter is intended to comply with applicable listing standards of the New York Stock Exchange (the "NYSE") and the rules and regulations of the SEC as in effect from time to time and shall be interpreted so as to give effect to this intention. This Charter will be reviewed and reassessed annually by the Audit Committee as to its adequacy and shall be revised as necessary to reflect the evolution of the Company's business and relevant developments in the business and regulatory worlds.

Meetings of the Audit Committee shall be either in person, by telephone conference call to which all participating members shall be able to hear, or by unanimous written consent of all members of the Committee. However, polling of Audit Committee members shall not be permitted in lieu of meetings.

Audit Committee Organization

Membership

- The Audit Committee shall consist of at least three members nominated by the Board's Governance Committee and elected by the Board of Directors. Each member of the Committee must meet the independence requirements for listed companies established by the applicable NYSE listing standards and the rules and regulations of the SEC under the Securities Exchange Act, and must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company for the past three years.
- Audit Committee members must comply with all financial literacy requirements of the NYSE and any other securities exchanges on which the Company is listed. In particular, each member must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement.

- At least one member of the Committee shall qualify as an “audit committee financial expert” as defined by the SEC and determined by the Board of Directors, and appropriate disclosure of such status will be made in the Company’s annual proxy statement. In particular, such member shall have past experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including having been a chief financial officer, chief accounting officer, controller, or other senior officer with financial oversight responsibilities as determined in accordance with applicable NYSE listing standards and the rules and regulations of the SEC.
- If an Audit Committee member simultaneously serves on the audit committees of more than three public companies, the Board of Directors must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Company’s Audit Committee and must disclose such determination either on or through the Company’s website or in its annual report or proxy statement. If this disclosure is made on or through the Company’s website, the Company must disclose the fact in its annual report or proxy statement and provide the website address.

Audit Committee Authority

- The Audit Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor and any other registered public accounting firm engaged (including resolutions of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services to the Company. Each such registered public accounting firm shall report directly to the Audit Committee. The Audit Committee may remove the independent auditor if, in the opinion of the Audit Committee, circumstances so warrant.
- The Audit Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor (subject to the de minimis exceptions for non-audit services described in applicable SEC rules and regulations).
- The Audit Committee shall have the authority to conduct investigations into any matters within its scope of responsibility and, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services to the Company, and to any advisors that the Audit Committee chooses to engage, and for ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

- The Audit Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting.

Audit Committee Responsibilities

The Audit Committee provides an oversight role with respect to the Company's financial statements and related regulatory requirements and its internal controls. The fundamental responsibility for the Company's financial statements and disclosure rests with the Company's management and independent auditor. The Committee does not perform nor guarantee any functions performed by the independent auditor or the Company's internal financial and accounting organizations. The Committee's oversight activities are conducted principally through pursuit of the following activities:

Financial Reporting

The Audit Committee shall:

- Review prior to release the Company's audited annual financial statements and unaudited quarterly financial statements, and the related "Management's Discussion and Analysis of Financial Condition and Results of Operations." The review shall include meeting and discussion with Company financial management and the independent auditor regarding any significant issues associated with accounting principles, adjustments, estimates and judgments. Based on its review, the Audit Committee shall make a recommendation to the Board of Directors concerning the inclusion of the audited annual financial statements, and the related Management's Discussion and Analysis, in the Company's annual report on Form 10-K.
- Review prior to release the Company's press releases containing such financial statements and other related financial information. The review shall include discussion with Company financial management and the independent auditor, if necessary, of any significant accounting issues, paying particular attention to any pro forma or adjusted information not prepared in accordance with generally accepted accounting principles ("GAAP"). The Committee shall also periodically discuss the types and forms of presentation of the financial information and earnings guidance provided by the Company's senior management to analysts and ratings agencies. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the type of presentation to be made).
- Review and discuss with the independent auditor:
 - (a) Accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, major issues as to the adequacy of the Company's

internal control, and any special audit steps adopted in light of material control deficiencies;

- (b) Analyses prepared by management and the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including (i) the critical accounting policies and practices to be used, (2) alternative treatments within GAAP that have been discussed with management, and (3) any accounting disagreements between the auditor and management; and
 - (c) Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with the independent auditor the matters required to be discussed under the Auditing Standards of the Public Company Accounting Oversight Board (“PCAOB”) relating to the conduct of the audit, including any problems or difficulties encountered with the course of the audit work and management’s response, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
 - Review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Company.
 - Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Company's Form 10-K and Forms 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Internal Controls and Audit Function

The Audit Committee shall:

- Review independent auditor recommendations and management's response relative to internal controls.
- Review periodically, with the independent auditor, the internal audit function’s responsibility, budget and staffing.
- Review periodically management's process for informing employees of the ongoing importance of maintaining internal controls and for complying with accounting standards.
- Meet periodically in executive session with Company employees responsible for internal audit functions.

Independent Auditor Relationships

The Audit Committee shall:

- Ensure receipt from the independent auditor of a formal written report delineating all relationships between the independent auditor and the Company, addressing the matters set forth in PCAOB Rule 3526; actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor; and take appropriate action to oversee and ensure the independence of the independent auditor.
- At least annually, obtain and review a report by the independent auditor describing: that firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company.
- Use the reports and dialogue described above to evaluate the independent auditor's qualifications, performance, and independence; to review the experience and qualifications of the lead partner of the independent auditor each year and determine that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed; and to further consider whether, in order to assure continuing auditor independence, there should be a regular rotation of the audit firm itself. In making its evaluation, the Audit Committee shall take into account the opinions of management and the Company's internal auditors (or other personnel responsible for the internal audit function). The Committee shall present the Committee's conclusions relating to such matters to the Board of Directors.
- Meet in executive session with the independent auditor at least annually.
- Discuss with the independent auditor, at least annually, the auditor's judgment with respect to the quality of the Company's accounting principles as applied in its financial reporting.
- Set clear hiring policies for employees or former employees of the independent auditors for the Company.

Compliance and Ethics

The Audit Committee shall:

- Review and approve all related party transactions required to be disclosed in the Company's SEC filings.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Oversee, review, and periodically update the Company's code of business conduct and ethics and the Company's system to monitor compliance with and enforcement of this code.
- Review, with the Company's counsel, legal compliance and regulatory matters that could have a significant impact on the Company's financial statements.
- Consider the risk of management's ability to override the Company's internal controls.

Risk Assessment and Risk Management

The Audit Committee shall:

- Discuss with senior management the Company's major financial risks and the steps management has taken to monitor and control such risks.
- Discuss with senior management the guidelines and policies that govern the process by which the Company's risk assessment and management is undertaken, and periodically review with management and the independent auditor significant corporate risks and steps taken by management to minimize or mitigate those risks.

Other Responsibilities

The Audit Committee shall:

- Report regularly to the Board of Directors regarding the execution of the Audit Committee's duties, responsibilities, and activities, as well as any issues encountered and related recommendations to the Board.
- Approve the Audit Committee Report required to be included in the Company's proxy statement under SEC rules.
- Conduct an annual self-assessment relating to the Audit Committee's purpose, duties, and responsibilities outlined in this Charter.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors.

