

Compensation Committee Charter

(Revised through December 13, 2018)

Introduction

The purpose of the Compensation Committee is to discharge the responsibilities of the board of directors related to (i) development of the Company's compensation philosophy and policies; (ii) review and approval of the compensation of the CEO and the other executive officers, (iii) monitor executive officer succession planning, training and development, (iv) recommend to the Board, administer and grant awards under the Company's compensation and equity incentive plans, and (iv) perform such other tasks as are assigned to the Committee by this charter or by the Board.

Use of the word "recommend" in this Charter means recommend for discussion with and approval by the full Board of Directors of Clean Harbors, Inc. The term "executive officer" shall have the definition provided in Rule 405 under the Securities Act of 1933, and, for the purposes of this Charter, means the chief executive officer, president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), whether employed by the Company or any of its subsidiaries.

Membership and Operation

The members of the Committee and its chair shall be nominated by the Company's Corporate Governance Committee and appointed by the Board. The Committee will be composed of at least three members of the Board, each of whom shall be an "independent director" within the meaning of the listing requirements of the New York Stock Exchange (the "NYSE") and a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act. Terms of membership on the Committee shall be indeterminate, but individual memberships will be reviewed at three-year intervals by the Corporate Governance Committee, or more frequently when appropriate. The Committee shall meet periodically, usually in close proximity to a regularly scheduled meeting of the Board. To the extent permitted by applicable laws, the Committee may delegate to a subsidiary committee of one or more members, or to one or more executive officers of the Company, the authority, within guidelines established by the Committee, to approve equity compensations awards, under established equity plans, to employees of the Company other than executive officers.

Duties and Responsibilities

The Committee shall have the following responsibilities and authority:

- a. Review and approve the corporate goals and objectives applicable to the compensation of the Chief Executive Officer ("CEO"), evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. The CEO may not be present during deliberations or voting on his or her compensation.

- b. Review and approve the total compensation of all other executive officers.
- c. Review and, where appropriate, make recommendations to the Board regarding incentive compensation plans and equity based plans that are subject to Board approval.
- d. In reviewing and making recommendations for compensation of the CEO and the other executive officers, or in making recommendations to the Board regarding incentive plans, the Committee shall consider the results of the most recent “say on pay” shareholder vote required by Section 14A of the Exchange Act.
- e. Approve the grant of awards under and administer and interpret the Company’s executive compensation and equity incentive plans.
- f. Review with management and approve and approve the Compensation Discussion and Analysis report to be contained in the Company’s annual report on Form 10-K or annual proxy statement.
- g. Review the Committee’s Charter every two years, or more frequently if necessary, and recommend any changes to the Corporate Governance Committee and the Board.
- h. Report a summary of its meetings to the Board at its next regularly scheduled meeting following a meeting of the Committee.
- i. Review the Committee's performance annually and report the results to the full Board.

Use of Outside Assistance

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser, and is directly responsible for the appointment, compensation and oversight of that adviser’s work. Before selecting any such adviser, the Committee shall take into consideration such factors relevant to the independence from management of such adviser as are identified from time to time in the rules and regulations of the SEC and the listing standards of the NYSE. Subject to the previous sentence, the Committee is not precluded from obtaining advice and assistance from advisers of its choosing, including ones that are not independent. The Committee shall have unrestricted access to management.