

COMPENSATION COMMITTEE CHARTER

CLEAN HARBORS, INC.

(Revised through 9-8-2015)

Introduction

The Clean Harbors Compensation Committee has as its primary focus to provide incentives that align the compensation of the CEO and senior management with the interests of the Company and its shareholders. The Committee also (a) functions in an oversight role over the Trustees of the Company's Group Retirement Plans, (b) monitors senior executive succession planning, including the attraction and retention of talented professionals, and (c) reviews and approves reports to shareholders as required by the Securities and Exchange Commission (the "SEC").

In carrying out its functions, the Committee may select counsel and consultants which it deems necessary and shall cause the Company to pay the compensation of any such counsel or consultants engaged by the Committee. If a compensation consultant is to assist in the evaluation of Director, CEO or executive officer compensation, the Committee shall have sole authority to retain and terminate the consulting firm, including sole authority to approve the firm's fees and other retention terms.

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.

Membership and Operations

The Committee shall at all times meet the criteria for independence established for listed companies by the New York Stock Exchange (the "NYSE"). The Committee will consist of at least three members of the Board of Directors who are not employees of the Company or any of its subsidiaries, and each of whom shall be both (i) an "outside director" as defined under Section 162(m) of the Internal Revenue Code (the "Code") and (ii) an "independent director" within the meaning of the listing requirements of the NYSE. Committee members shall be nominated by the Company's Corporate Governance Committee and appointed by the Board of Directors. 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 of Directors.

In its deliberations, the Committee will utilize a member of the Company's senior management as a resource to the Committee, as well as the Company's legal counsel when appropriate.

Responsibilities of the Committee

Subject to the terms and conditions set forth in plans approved from time to time by the Company's Board of Directors and/or the shareholders, the Committee shall:

1. Review, approve, and amend group compensation plans and individual compensation packages for senior management.
 - a. Meet annually with the CEO to discuss executive compensation plans for the coming year.
 - b. Review, approve, and, where appropriate, recommend to the Board management incentive plans ("MIPs") and other employee and management compensation and incentive plans, including stock option plans, employee stock purchase plans, salary at risk plans, retirement and investment plans, executive retention plans, and other compensation and incentive plans and significant modifications to any of the foregoing. The Committee will monitor and administer, where appropriate, awards and payments under any such plans in accordance with the terms thereof as approved from time to time by the Board and/or the Company's shareholders.
 - c. Review and approve annual corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, either as a Committee or together with the other independent Directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In the event the Company's shareholders shall approve any annual incentive bonus plan or similar arrangement related to potential payment of bonuses to the CEO, the Committee shall administer such plan or similar arrangement in accordance with the terms thereof as approved by the shareholders.
 - d. Approve compensation components for senior management and senior executive staff.
 - e. Review and approve annual goals and objectives for certain key Senior Executives who have individual salary-at-risk opportunities included in any MIP Plan, and monitor the achievement of goals and objectives and the payment of incentive compensation for each.
 - f. Review and approve compensation packages for executive staff members.
 - g. Review compensation packages for senior functional and staff managers (generally the top 3 levels included in the MIP Plan), set by the CEO, where appropriate.

- h. Review and approve terms of compensation packages for Senior Executives at the time of hire, as well as severance or termination payments.
- 2. Company Group Retirement Plans.

The Committee shall meet, at least once annually, with the Chairman of the Clean Harbors, Inc. Controlled Group Retirement Plan Committee (the “Retirement Plan Committee”). The Chairman shall report on the design and administration of group retirement plans sponsored within the Company’s controlled group, and the performance of investments selected for such plans by the Retirement Plan Committee. The Chairman may bring to such meeting, either in person or by phone, any additional persons who may be of assistance at such meeting, including representatives of the Committee’s Investment Advisor, contract administrators, and other Committee members. The Compensation Committee does not undertake responsibilities to select or reject investments or investment managers or advisors for any plan, and such responsibilities are reserved solely to the Retirement Plan Committee.
- 3. Monitor the depth of the Company's senior management team, focusing on succession planning.
 - a. Review annually, with the CEO, senior management performance, succession plans and related management development efforts for the executive staff level managers.
- 4. Review with management and verify the Compensation Discussion and Analysis report to be contained in the Company’s annual report on Form 10-K or annual proxy statement.
- 5. 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.
- 6. Review the Committee's performance annually and report the results to the full Board.