

## Corporate Governance Guidelines

( Revised through June 7, 2017 )

### Board Composition and Selection

1. Size of Board. The Board believes that its present size is appropriate, based upon the size of the Company and its complexity. The Corporate Governance Committee ("Governance Committee") and the Board periodically evaluate whether a larger or smaller board of directors would be preferable.
2. Structure of Board. The Board of Directors is divided into three classes as nearly equal as possible, which each serve for a staggered, three-year term. The Board believes that a staggered board of directors provides for continuity and stability. Each year, at the Company's annual meeting of shareholders, the Board recommends for election a slate of directors to fill the open class for a three year term. The Board's recommendation is based on its determination (using recommendations and information supplied by the Governance Committee) as to the suitability of each individual to serve as a director of the Company, taking into account the membership criteria discussed below. The Board may fill vacancies in existing or new director positions. Such directors appointed by the Board serve until the next shareholder election with respect to the class of directors to which the new director has been appointed.
3. Board Membership Criteria and Responsibilities. The Governance Committee works with the Board on an annual basis to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members. In evaluating the suitability of individual Board members, the Board takes into account many factors, in addition to high personal and professional ethics, integrity and values, including particular industry or geographic experience, understanding of the business of the Company, particular disciplines such as finance, marketing, sales and management, and personal, educational and professional background. The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending directors who can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment, using its diversity of experience. In determining whether to recommend a director for re-election, the Corporate Governance Committee also considers the director's past attendance at meetings and contributions to the activities of the Board. Except for reasons such as temporary incapacity or other causes deemed appropriate by the Corporate Governance Committee, it is anticipated that, in order to be nominated for re-election, each director will have attended (either in person or by conference call) during the most recently completed fiscal year of the Company at least seventy-five percent (75%) of each of the meetings of the Board and the committee(s) on which such director then served. Each director shall also be responsible for reviewing in

advance of such meetings the materials distributed to the directors as described below in these Guidelines. A majority of the directors, and each member of the Audit, Compensation and Corporate Governance Committees, must be independent in accordance with the definition of "independent director" in the listing standards of the New York Stock Exchange and applicable laws and regulations and shall satisfy the additional requirements for membership on such Committees which are set forth in their respective charters. Persons nominated by shareholders to serve on the Board are evaluated using the same criteria as those nominated by directors.

4. Term Limits/Retirement Age. The Board does not believe it should establish arbitrary term limits or a mandatory retirement age for directors. While term limits and a mandatory retirement age may help to ensure fresh ideas and viewpoints, they may also force the Company to lose the contribution of directors who over time have gained valuable insight into the business and operations of the Company. The Board believes that, as an alternative to term limits and mandatory retirement, it can insure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process and the good judgment of directors concerning the timing of their retirement.
5. Selection of CEO and Chairman. The Corporate Governance Committee nominates and the Board selects the Company's Chief Executive Officer and Chairman in the manner it determines to be in the best interest of the Company's shareholders. The Company's Chief Executive Officer currently serves as Chairman of the Board. The Corporate Governance Committee and the full Board shall also be responsible for the Company's policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.
6. Lead Director. The Board of Directors has a Lead Director, nominated by the Governance Committee and selected by the Board, who is a non-management, independent director who presides over executive sessions of the Board, serves as a contact person for correspondence with the Board, works with the Chairman in establishing the agenda for Board meetings, and meets with the Chief Executive Officer, in person or by phone, at least quarterly.
7. No Limitation on Other Board Services. The Board does not believe that its members should be prohibited from serving on Boards or committees of other organizations, provided there is no actual or apparent conflict of interest between Clean Harbors and such other organization and provided the member's service with such other organization will not unduly impinge upon his/her commitment to Clean Harbors. The Corporate Governance Committee will take into account the nature of and time involved in a director's service on other Boards in evaluating the suitability of that person to serve as a director of Clean Harbors. Directors should offer their resignation in the event of a material change in the principal job responsibilities they held at the time of their election to the Board.

## **Board Meetings**

8. Setting Board Agenda. The Chairman of the Board, working with the Lead Director, establishes the agenda for each Board meeting and distributes the agenda in advance to each director. The Lead Director should meet with the Chairman, by telephone or in person, at least quarterly outside of Board meetings.
9. Advance Distribution of Materials. All materials relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. In preparing this information management should ensure that the materials distributed are as concise as possible, yet give directors sufficient information to make informed decisions. The Board acknowledges that certain items to be discussed at Board meetings can be of an extremely sensitive nature and that distribution of such materials prior to a meeting may not be appropriate.
10. Access to Employees and Advisors. Board member access to Company employees is encouraged to ensure that directors have sufficient information to fulfill their responsibilities. The Board may specify a protocol for making such inquiries. Management is encouraged to invite senior management to any Board meeting at which their presence and expertise would help the Board gain a better understanding of matters being considered and to give the Board an opportunity to view leadership potential. To the extent deemed appropriate from time to time by the independent members of the Board of Directors, the Board shall also have authority to retain advisors separate from the advisors to the Company to provide advice to the Board concerning the fulfillment of the Board's responsibilities to the Company and its shareholders.
11. Executive Sessions. The outside directors of the Company meet independently at the time of each Board meeting in executive session, with no management directors or management present. Executive sessions are chaired by a Lead Director who is chosen by the independent directors. Executive Session discussions may include such topics as the independent directors determine appropriate. If appropriate, the Lead Director shall establish an agenda for executive sessions of the Board. There shall be at least one executive session each year attended only by independent directors.
12. Confidentiality. In furtherance of the provisions of the Company's Standards of Ethical Professional Conduct for Clean Harbors and its Officers, Directors and Employees, the following confidentiality policy applies to all directors of the Company.
  - a. Directors have an obligation to protect and keep confidential all non-public information related to the Company ("Confidential Information") unless and until the Board has authorized disclosure (or unless otherwise required by law or regulation).

- b. Directors may not use Confidential Information for personal benefit or to benefit other persons or entities other than the Company.
- c. The obligations described above continue after service on the Board has ended.
- d. Any questions or concerns about potential disclosures should be directed to the Secretary or the General Counsel, who then may communicate with the Governance Committee regarding such potential disclosures.

### **Performance Evaluation and Compensation**

- 13. CEO and Company Performance Evaluation. The Chair of the Corporate Governance Committee leads the directors in conducting an annual review of the performance of the Company and the CEO and communicates the results of this review to the CEO and the full Board. The Corporate Governance Committee reviews the evaluation process and determines the specific criteria on which the performance of the Company and the CEO should be evaluated. In addition, the Compensation Committee approves a set of annual objectives for the CEO and other senior management, which are used as criteria for determining incentive compensation.
- 14. Board and Committee Evaluations. The Corporate Governance Committee approves an evaluation questionnaire and the Chair of the Committee leads the directors in conducting an annual evaluation of the performance of the Board and reports the conclusions to the Board. The report should identify any areas in which the Board might improve its performance. Also, each committee of the Board conducts an annual self-evaluation.
- 15. Board Compensation Review. The Corporate Governance Committee periodically seeks information from various sources as to how the Company's director compensation practices compare with those of similar public corporations. The Board may make changes in its director compensation practices, upon recommendation of the Governance Committee and following discussion and concurrence by the Board. The Board acknowledges that, if the directors' fees and other benefits were to exceed those paid by similar public corporations (including any charitable contributions made by the Company to organizations with which directors are affiliated), concerns might arise as to the directors' independence. The Board shall critically evaluate each of such matters when determining the form and amount of director compensation and the independence of a director.
- 16. Board Compensation Disclosure. Each director serving on the Board and each person nominated to serve on the Board, whether by shareholders or by the Governance Committee, will promptly upon request of the Governance Committee or the Secretary of the Company furnish all information regarding any

compensatory, payment or other financial agreement, arrangement or understanding with any person or entity other than the Company in connection with candidacy or service as a director of the Company.

### **Director and Executive Officer Stock Ownership**

17. The Board believes that, in order to align their interests with those of shareholders, directors and executive officers should have a financial stake in the Company. The Board has thus established the policy that within three years of commencement of service on the Board or becoming an executive officer of the Company, (i) a director shall own Clean Harbors shares having a total value at least equal to 5 times his or her annual cash retainer, and (ii) an executive officer shall own Clean Harbors shares having a total value at least equal to 1.5 times his or her base compensation. The Board will evaluate whether exceptions should be made for any director or executive officer for whom this requirement would impose a financial hardship.

### **Committees**

18. Number and Type of Committees. The Board currently has four permanent committees: Audit, Compensation, Corporate Governance and Environmental, Health and Safety, and from time to time the Board may establish various ad hoc committees. The Board may, from time to time, add new committees or remove existing committees as it deems appropriate in the fulfillment of its responsibilities. Each committee will perform its duties assigned by the Board of Directors, and, in the case of permanent committees, as set forth in its charter.
19. Charters. Each permanent committee operates under a written charter setting forth its purpose, duties and responsibilities, and providing for the annual self-evaluation of its performance. These charters are published on the Company's website and are made available in print to any shareholder who requests them.
20. Committees and Chairpersons. The Audit, Compensation and Governance Committees consist only of independent directors, and the Board, upon recommendation of the Corporate Governance Committee, is responsible for appointment of committee members and committee chairpersons according to criteria it determines to be in the best interest to the Company and its shareholders. There are no fixed terms for service on committees.
21. Committee Meetings and Agenda. The chairperson of each committee is responsible for developing, together with relevant Company management, the Committee's general agenda and objectives and for setting a specific agenda for committee meetings. The chairperson and committee members will determine the frequency and length of committee meetings consistent with the committee's

charter. Board members who are not members of a particular committee are welcome to attend and observe meetings of that committee.

### **Communication with Shareholders**

22. Shareholders and other interested parties may communicate with the Board (or with any one of its members) by mail or electronically. To communicate with the Board or with any individual director, correspondence should be addressed to the Board of Directors, or any named individual, c/o the General Counsel (mcdonaldm@cleanharbors.com), Clean Harbors, Inc., 42 Longwater Drive, PO Box 9149, Norwell, MA 02061-9149. All correspondence received as such will be opened by the office of the General Counsel for the sole purpose of determining whether the contents represent a message to directors. Any communication that is not in the nature of advertising, promotions of a product or service, or patently offensive material will be forwarded promptly to the named director or to the Lead Director if no one individual is named.

### **Review and Amendment of Governance Guidelines**

23. The practices set forth in these guidelines have developed over a period of years, will be reviewed periodically by the Board and are subject to amendment and change by the Board based upon the recommendations of the Corporate Governance Committee or by other independent members of the Board.