

**HERITAGE-CRYSTAL CLEAN, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

**PURPOSE**

The purpose of the Code of Business Conduct and Ethics ("Code") is to establish the standard of ethical business conduct at Heritage-Crystal Clean, Inc. and its wholly owned subsidiaries (collectively, "Company").

**SCOPE**

This Code applies to all officers, directors, and every other employee (collectively "employees") of the Company. All employees are expected to read and be familiar with this Code and to abide by all its principles and procedures. Employees with questions are encouraged to contact their supervisor or the Director of Human Resources.

**CODE**

1. Guiding Principles and Values:

- a. All employees must have the highest standards of business and personal ethics in the conduct of their duties and responsibilities. All employees are expected to devote their best effort and attention to the performance of their responsibilities.
- b. All employees are expected to:
  - 1) Demonstrate appropriate workplace conduct
  - 2) Refrain from insubordination
  - 3) Avoid conflicts of interest
  - 4) Maintain Company's confidential information
  - 5) Comply with all laws, rules, and regulations
  - 6) Maintain the highest level of integrity and honesty

2. Appropriate Workplace Conduct:

- a. All employees are expected to demonstrate appropriate workplace conduct while performing their duties and responsibilities at the Company. Inappropriate workplace conduct includes but is not limited to:
  - 1) Theft, inappropriate removal, or possession of company property or property of another employee
  - 2) Willful destruction of company property or the property of another employee
  - 3) Sabotaging another's work
  - 4) Publicly disclosing another's private information
  - 5) Possession of dangerous or unauthorized materials, such as explosives or firearms
  - 6) Wearing inappropriate clothes while representing the Company
  - 7) Falsifying or destroying Company records or deliberate refusal to submit required

paperwork

8) Not complying with the Company's policies

- b. Any employee who has any questions or concerns about workplace conduct or believes that an employee has committed a violation must contact their supervisor or the Director of Human Resources.

3. Insubordination:

- a. All employees of the Company are required to follow the direction of their supervisor.
- b. An employee has committed insubordination when the following conditions occur:
  - 1) A directive was given to an employee by his or her supervisor or other member of authority in the Company;
  - 2) The directive is reasonable, ordinary and within acceptable business and/or safety standards;
  - 3) The employee received and understood what was being asked of him or her; and
  - 4) The employee refused to obey a direct order by stating his or her refusal or through willful non-compliance and/or non-performance.
- c. Other forms of insubordination include but are not limited to:
  - 1) Disrespectful language to other members of the Company about a disagreement or discussion between the employee and their supervisor
  - 2) Abusive language directed to or in reference to a supervisor
  - 3) Intimidation or harassment directed to or in reference of a supervisor
  - 4) Act of insolence in the presence of an employee's supervisor or other members of the Company
- d. Any employee who has any questions or concerns about insubordination or believes that an employee has committed a violation must contact their supervisor or the Director of Human Resources

4. Conflicts of Interest:

- a. A conflict of interest occurs when personal interests interfere with the ability to exercise judgment or to do the job in the best interest of the Company. Each employee must take steps to avoid actual or potential conflicts of interest.
- b. Some examples of potential conflicts of interest include:
  - 1) Working or consulting for, or providing information to a competitor of the Company
  - 2) Accepting favors in return for business from the Company
  - 3) Doing business related to the Company in which any employee or a family member benefit financially
  - 4) Accepting bribes or kickbacks
  - 5) Using non-public information as a financial advantage

- c. Any employee unsure if their actions will result in an actual or potential conflict of interest must present the situation to their supervisor for discussion or report the situation to the Human Resource or Internal Audit Department as outlined below.
- d. Outside employment:
- 1) While not encouraged, outside employment for certain employees may sometimes be allowed, as deemed appropriate by the individual's supervisor when such approval is not unreasonable, provided:
    - It does not create a conflict of interest
    - It does not interfere with your performance and/or employment with the Company
    - It does not involve working for a competitor
  - 2) It is expected that employment with the Company takes priority over outside employment. Outside employment will not be considered as an excuse for poor performance, absenteeism, tardiness, or refusal to work the hours necessary. Any employee who currently or later has outside employment must notify their supervisor about the work and hours required.
- e. Gifts and entertainment:
- 1) No employee may give a gift to other employees or business associates of the Company, such as customers or suppliers, in exchange for special treatment or favor for the employee or Company whether using Company funds or personal funds.
  - 2) No employee may give another employee or a business associate of the Company a gift that has a monetary value of greater than \$300 without first obtaining the approval of the employee's supervisor or the Director of Human Resources, regardless of whether Company or personal funds are used to purchase the gift.
  - 3) No employee may accept any gift from other employees or business associates of the Company in exchange for special treatment or favor to the giver.
  - 4) No employee may accept any gift that has a monetary value of greater than \$300 from another employee or a business associate of the Company without first obtaining the approval of the employee's supervisor or the Director of Human Resources.
  - 5) Some employees may entertain business associates of the Company or may themselves be entertained by such business associates. Such entertainment activities are expected to be limited to moderate, generally expected levels that can be reasonably reciprocated. No employee may either offer entertainment activities to business associates of the Company or participate in entertainment activities with business associates of the Company in exchange for special treatment or favor for the employee or the Company whether using Company funds or personal funds.
- f. Financial interest in other business:
- 1) Any employee, including his or her immediate family, who has a significant financial interest in a major customer, supplier, or any competitor of the Company must report this to their immediate supervisor for referral to the Director of Human Resources or Internal Audit Department. Employees must also obtain prior written approval from the

Company's Chief Executive Officer ("CEO") or Chief Financial Officer ("CFO") prior to proceeding with any transaction that would create a significant financial interest in a major customer, supplier, or any competitor of the Company.

g. Bribery or money laundering:

- 1) The Company prohibits any employee from participating in, facilitating, or allowing any form of corruption, bribery, kickback, extortion, embezzlement, or money laundering, whether to public officials or to any other person. The Company is committed to complying with the U.S. Foreign Corrupt Practices Act and related laws and regulations.

### 3. Confidential Information and Intellectual Property:

- a. Protection of confidential business information ("Confidential Information") is vital to the Company and its success. Confidential Information includes financial information, trade secrets, product information, training, and customer-related data. Any employee who discloses Confidential Information without authorization may be subject to disciplinary action up to and including termination and legal action.
- b. All employees must comply with the provisions of any confidentiality agreement that they have signed. All employees also must comply with the Company's Insider Trading Policy with respect to disclosure of material information when trading any securities.
- c. All employees must agree to make prompt, full and complete disclosure to the Company regarding all inventions, developments, concepts or ideas made or conceived by you (either alone or jointly) ("Intellectual Property") while employed at the Company. Further, all employees must agree to assign to the Company the entire, worldwide rights, title, and interest in the Intellectual Property.
- d. Intellectual Property includes, without limitation, patentable and un-patentable inventions, ideas or improvements that are within the scope of your employment, related to the Company's business, or made or conceived during business hours on Company's premises, at Company's expense, using Company's materials and/or labor.
- e. All employees must agree that personal use of Intellectual Property or a transfer of Intellectual Property to a third party is a violation of this Code.
- f. Any employee who believes that Confidential Information has been disclosed or used inappropriately should contact the Director of Human Resources or Ethics Hotline (1-877-571-1134) immediately. Failure to do so could subject the Company to fines and/or regulatory action.

### 4. Antitrust Compliance:

- a. Antitrust laws are designed to prohibit anything that might unreasonably restrict competition. These laws deal with agreements and practice "in restraint of trade" such as price fixing and boycotting suppliers or customers. They also prohibit:
  - 1) Pricing intended to drive a competitor out of business
  - 2) Disparaging, misrepresenting or harassing a competitor
  - 3) Stealing trade secrets
  - 4) Bribery

5) Kickbacks

- b. It is the Company's policy to comply fully with antitrust laws. No employee should do anything that violates antitrust and competition laws. All employees are instructed to consult their supervisor or follow the appropriate procedures for contacting the Director of Human Resources, Law Department, or the Ethics Hotline (1-877-571-1134) with any questions or concerns about certain business practices.

5. Financial Integrity and Company Records:

- a. The Company relies on accounting records to produce reports for management, shareholders, creditors, governmental agencies, and others. The Company is committed to maintaining books and records that accurately and fairly reflect business. Each employee must maintain accurate business records and reports and adhere to the following guidelines:
  - 1) No undisclosed or unrecorded funds or assets may be established for any purpose
  - 2) Assets and liabilities of the Company must be recognized and stated in accordance with the Company's standard practices and Generally Accepted Accounting Principles ("GAAP")
  - 3) No false or artificial entries may be made, and no misleading reports may be issued
  - 4) No false or fictitious invoices may be paid or created
- b. Any employee who has concerns regarding questionable accounting or auditing matters at the Company must immediately report the matter confidentially and anonymously through the Ethics Hotline (1-877-571-1134) or directly to the Chair of the Audit Committee at [Audit.Report@Crystal-Clean.com](mailto:Audit.Report@Crystal-Clean.com).

6. Securities Law Disclosures and Public Communications/Trading in Company Stock:

- a. The Company is committed to full, fair, accurate, timely, and understandable disclosure in reports and documents filed with the Securities and Exchange Commission ("SEC"), and in other public communications. All employees have the responsibility to ensure that false or intentionally misleading information is not given in the Company's filing with the SEC or public communications.
- b. Each employee involved in the Company's disclosure process, including the CEO and the CFO, is required to be familiar with the Company's disclosure procedures and to consult with the other Company officers and employees to ensure that disclosures are full, fair, accurate, and timely. This ensures the Company's consistency in filing the necessary public reports and documents with the SEC in compliance in all material aspects of the current securities laws and the SEC rules.
- c. Each individual involved in the Company's disclosure process must:
  - 1) Familiarize themselves with the disclosure requirements applicable to the Company
  - 2) Familiarize themselves with the business and financial operations of the Company
  - 3) Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether inside or outside the Company, including the Company's independent auditors, governmental regulators, and self-regulatory organizations

- d. No employee shall buy or sell Company stock while possessing material inside information. All employees must comply with the Company's Insider Trading Policy.
- e. The Company discloses company information to the public only through specific limited channels to avoid inappropriate publicity and to ensure that those with an interest in the Company will have equal access to information. There may be information contained in outside publications that has not been issued or released by the Company and should not be considered official. All inquiries or calls from the press and financial analysts should be referred to the CFO. The Company's CEO and CFO are the Company's designated principle spokespersons. These are the only people who may communicate with the press on behalf of the Company. No employee may provide any information to the media about the Company off the record, for background, confidentially, or secretly.
- f. Any employee who believes that incomplete, false, or intentionally misleading information has been given in the Company's securities filings or public communications or that an employee has engaged in insider trading, should report the matter immediately as outlined below.

7. Violations of the Code:

- a. The Company takes the provisions of this Code very seriously and will treat any violations accordingly. A failure by any person to comply with this Code, any laws, rules, or regulations, or any other policies or requirements, may result in disciplinary action. Such disciplinary action may range from a warning or reprimand up to and including termination and, if warranted, legal action against that person.

8. Questions About Compliance and Reporting Violations:

- a. Any employee with questions or concerns about compliance with this Code is instructed to talk to their supervisor, contact the Director of Human Resources, or call the Ethics Hotline (1-877-571-1134). All employees are expected to report any violations of this Code to a supervisor, the Director of Human Resources, or the Chair of the Audit Committee. Failure to promptly report a violation of this Code is a breach may result in action by the Company.
- b. Employees can discuss concerns without fear of any form of retaliation. All employees that report a violation of the Code to the Director of Human Resources through the established procedures:
  - 1) Will be treated with respect
  - 2) Will be taken seriously. If the concerns are not resolved at that time, the employee will be informed of the outcome by contact information they provided
  - 3) Will not be required to identify themselves
  - 4) The Company will treat such information confidentially to the extent that it can without failing to fulfill its legal obligations
- c. To ask questions about the matter discussed in this Code, or to report a violation of this Code, all employees may contact:
  - 1) Their supervisor
  - 2) The Internal Audit Department

- 3) The Chair of the Audit Committee (Audit.Report@Crystal-Clean.com)
- 4) The Director of Human Resources
- 5) The General Counsel
- 6) The employee Ethics Hotline (1-877-571-1134)

d. If the Company receives a report that this Code has been violated:

- 1) The Internal Audit Department or Director of Human Resources will investigate any reported violations;
- 2) The Internal Audit Department and the Director of Human Resources will report each reported violation to the chairperson of the Audit Committee. If appropriate, the chairperson of the Audit Committee will participate in any investigation of a director or executive officer;
- 3) Once the investigation is completed, the results will be reported to the Audit Committee;
- 4) The Audit Committee will conduct additional investigation if necessary;
- 5) If the Audit Committee determines that a director or officer has violated this Code, it will report its determination to the CEO, CFO, or the Director of Human Resources. The CEO, CFO, or the Director of Human Resources will take disciplinary or preventive action as deemed appropriate, up to and including dismissal or, in the event of criminal or other serious violations of law, notification of the SEC or other appropriate law enforcement authorities.

9. Waivers of The Code and Disclosure:

- a. Any waiver of this Code must be made in writing by the requestor's supervisor and immediately reported in writing to the Company Executive Officer for the employee's department and the Director of Human Resources (see Appendix A for a listing of Company Executive Officers).
- b. Any waiver of the Code for the members of the Company's Board of Directors, the CEO, the CFO, and other executive officers of the Company may be made only by the board of directors of the Company.
- c. All Requests for waivers will be considered on a case-by-case basis. All waivers of this Code for the members of our Board of Directors, CEO, CFO, and executive officers will be promptly disclosed to the public as required by applicable laws, rules, and regulations.

10. Miscellaneous:

- a. The Code and any amendments or supplements will be available on the Company's website.
- b. Each employee shall be required to read and acknowledge the Code.
- c. The Company has the right to amend this Code at its sole discretion at any time. Nothing in this Code should negate or otherwise amend any provision of any other agreement signed by an employee.
- d. This is not to be deemed as an employment agreement.

## **Appendix A**

### **Heritage-Crystal Clean, Inc. Executive Officers**

Brian Recatto, President and CEO

Mark DeVita, Chief Financial Officer

Ellie Bruce, Vice President, Business Management and Marketing