



CODE OF BUSINESS CONDUCT AND ETHICS

PURPOSE

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

SCOPE

This Code applies to all officers, directors, employees, and independent contractors (collectively "Employees") of the Company. Employees are expected to read, understand, and follow this Code.

CODE

1. Guiding Principles and Values:

All Employees must demonstrate the highest standards of business and personal ethics in their duties and responsibilities. All Employees are expected to perform their responsibilities with their best effort.

All Employees are expected to:

- a. Exhibit appropriate workplace conduct;
- b. Abstain from insubordination;
- c. Avoid conflicts of interest;
- d. Maintain the confidentiality of the Company's information;
- e. Maintain the highest level of integrity and honesty; and
- f. Comply with all laws, rules, and regulations.

a. Exhibit appropriate workplace conduct

Employees must not do the following:

- 1) Stealing or improperly removing Company's property or property of another Employee;
- 2) Intentionally destroying Company's property or the property of another Employee;
- 3) Sabotaging another Employee's work; Publicly disclosing Employee or Company's confidential information, as defined below;
- 4) Bringing dangerous items such as explosives onto Company owned or leased property;
- 5) Unlawfully bringing weapons or firearms onto Company Customer or Company owned or leased property;
- 6) Unauthorized possession of weapons or firearms in violation of property rules and regulations;
- 7) Falsifying or destroying Company records;
- 8) Refusing to submit required paperwork; or

9) Not complying with the Company's policies, procedures, and guidelines.

b. Abstain from Insubordination

An Employee has committed insubordination when the following occurs:

- 1) Instruction or direction is given to an Employee by their supervisor or senior management,
- 2) The instruction or direction is reasonable, ordinary and within legal and acceptable business and/or safety standards,
- 3) The Employee acknowledges what was being asked of them, and
- 4) The Employee refused to carry out instruction and direction by stating their refusal or through willful non-compliance and/or non-performance.

Other forms of insubordination may 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 to, a supervisor; or
- 4) Act of disrespect in the presence of an Employee's supervisor or other members of the Company.

c. Avoid Conflict of Interest

A conflict of interest occurs when personal interests interfere in any way with interests of the Company. A conflict occurs when an Employee takes actions or has an interest that may make it difficult to perform their work for the Company objectively and effectively. A conflict of interest may also arise when an Employee, or members of their family, receive improper personal benefits because of their position at the Company, such as entering into a contract with the Company. A conflict of interest may not be obvious.

- 1) Outside employment;
 - (a) While not encouraged, outside employment may sometimes be allowed, provided:
 - i. It does not create a conflict of interest;
 - ii. It does not interfere with the Employee's performance and/or employment with the Company;
 - iii. It does not involve working for a competitor; and,
 - iv. It is expected that employment with the Company takes priority over outside employment.
 - (b) Outside employment will not be considered as an excuse for poor performance, absenteeism, tardiness, or refusal to work. Any Employee who has outside employment must notify their supervisor about the work and hours required.
- 2) Providing information to a competitor of the Company;
- 3) Accepting favors in return for business from the Company;
 - (a) No Employee may give or receive a gift to other Employees or customers/vendors of the Company, in exchange for special treatment or favor using Company or personal funds.
 - (b) No Employee may give or receive from another Company employee, customer, or vendor a gift that has a monetary value of greater than \$300 without first obtaining the approval of the Employee's supervisor or the VP Human Resources, regardless of whether Company or personal funds are used to purchase the gift.
 - (c) With prior approval, Employees may receive from or provide entertainment to Company customers or vendors. Such entertainment activities must be limited to moderate and

generally expected levels.

- 4) Doing business with the Company;
 - (a) Any Employee, including their immediate family, who has a significant financial interest (greater than 5% ownership interest) in a major customer, vendor, or any competitor of the Company, must report this to their immediate supervisor for referral to the VP Human Resources, or Internal Audit Department.
 - (b) Employees must also obtain prior written approval from the Company's Chief Executive Officer ("CEO") or Chief Financial Officer ("CFO") prior to engaging in any transaction as described in this section.
- 5) Accepting bribes or kickbacks;
 - (a) 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 private persons.
 - (b) The Company will comply with the U.S. Foreign Corrupt Practices Act, U.K. Anti-Bribery Act, and related laws and regulations.
- 6) Using non-public information;
 - (a) No Employee may use Company property, Company information or Employee position, for improper personal gain, or financial advantage.
 - (b) No Employee may directly or indirectly compete with the Company.
- d. Maintain the Company's Confidential Information and Intellectual Property
 - 1) "Confidential Information" is defined as any information, entrusted to Employees, which may include, but not be limited to financial information, trade secrets, product information, training, and customer-related data;
 - 2) "Intellectual Property" includes all inventions, developments, concepts, or ideas made or conceived by Employees (either alone or jointly, and patentable and un-patentable inventions, ideas, or improvements that are within the scope of Employees' 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;
 - 3) Any Employee who discloses Confidential Information without authorization by an appropriate officer of the Company or required by applicable laws and regulation, may be subject to disciplinary action up to and including termination and legal action;
 - 4) 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;
 - 5) Personal use of Intellectual Property or a transfer of Intellectual Property to a third party is a violation of this Code;
 - 6) Any Employee who believes that Confidential Information or intellectual property, has been disclosed or used inappropriately should immediately contact the Director of Internal Audit or

Ethics Hotline (1-877-571-1134).

- 7) Neither the confidentiality requirements of this Code nor any of the reporting procedures set forth in the Code, nor any other Company policies, should be construed or interpreted as prohibiting Company Employees from reporting illegal activities to government agencies or law enforcement authorities. While the Company encourages Employees to make reports internally by way of the reporting procedures set forth in the Code, these provisions do not restrict any Employee, officer, or director from making a report directly to appropriate governmental agencies, nor from cooperating with such government agencies, nor from participating in any federal or state government whistleblower programs.

e. Maintain the highest level of integrity and honesty

1) Antitrust Law

- (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 vendors or customers. They also prohibit:
 - i. Pricing intended to drive a competitor out of business;
 - ii. Disparaging, misrepresenting, or harassing a competitor;
 - iii. Stealing trade secrets;
 - iv. Bribery; and
 - v. Kickbacks.
- (b) It is the Company’s policy to comply fully with antitrust laws. No Employee should violate antitrust laws. All Employees are instructed to consult their supervisor or follow the appropriate procedures for contacting the Director of Internal Audit, Law Department, or the Ethics Hotline (1-877-571-1134) with any questions or concerns about certain business practices.

2) Financial Integrity and Company Records

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 its business. Each Employee must maintain accurate business records and reports and adhere to the following guidelines:

- (a) No undisclosed or unrecorded funds or assets may be established for any purpose;
 - (b) 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”);
 - (c) No false or artificial entries may be made, and no misleading reports may be issued; or
 - (d) No false or fictitious invoices may be paid or created.
- 3) 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.
 - 4) Document Retention & Litigation Hold Procedures: Document management is critically important to the Company’s business operations. All business records including documents, electronic records, emails, voicemails, and any other form of media should be maintained as

required by your management and in accordance with the Company's record retention policies or any applicable retention guidelines. In the event of litigation, the Company may need to issue a Litigation Hold Notice advising certain individuals of the Company's need to retain, for legal purposes, specific types of records including documents, electronic records, email, voicemails, and other forms of Company information. If you receive a Legal Hold Notice memorandum from Company management, you are required to immediately follow the requirements of the notice. Legal Hold Notices supersede any other retention guidelines that would otherwise apply to the records at issue.

f. Comply with all laws, rules, and regulations

- 1) 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 and understandable. 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) Everyone involved in the Company's disclosure process must:
 - i. Familiarize themselves with the disclosure requirements applicable to the Company;
 - ii. Familiarize themselves with the business and financial operations of the Company; and
 - iii. 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.
- 2) No Employee shall buy or sell Company stock while possessing material inside information. All Employees must comply with the Company's Insider Trading Policy. It is also illegal to communicate such information to others. Information is considered material if a reasonable investor would consider it important to their decision to buy or sell Company stock. Examples of material information include: a significant upward or downward revision of earnings forecasts; a significant division restructuring; a major management change; a significant acquisition or divestiture; the gain or loss of a substantial customer or vendor, or a significant upcoming product launch.
- 3) 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. Information contained in outside publications that has not been issued or released by the Company 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 principal 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.

- 4) 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.

2. Violations of the Code

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.

- a. Questions About Compliance and Reporting Violations:
 - 1) Any Employee with questions or concerns about compliance with this Code is instructed to talk to their supervisor, contact the VP Human Resources, the Director of Internal Audit, or call the Ethics Hotline (1-877-571-1134). All Employees are expected to report any violations of this Code to a supervisor, the VP Human Resources, or the Chair of the Audit Committee. Failure to promptly report a violation of this Code may subject the Employee to disciplinary action, at the discretion of the VP Human Resources.
 - 2) Employees can discuss concerns without fear of retaliation. All Employees that report a violation of the Code to the VP Human Resources or the Director of Internal Audit:
 - (a) Will be treated with respect;
 - (b) Will be taken seriously. If the concerns are not resolved at that time, Employees will be informed of the outcome by contact information they provided; and
 - (c) The Company will handle the alleged violation as discreetly as possible, subject to any obligation the Company may have to fully investigate the matter.
 - 3) To ask questions about the matter discussed in this Code, or to report a violation of this Code, all Employees may contact:
 - (a) Their supervisor;
 - (b) Director of Internal Audit Department;
 - (c) Chair of the Audit Committee (Audit.Report@Crystal-Clean.com);
 - (d) VP Human Resources;
 - (e) General Counsel; or
 - (f) Employee Ethics Hotline (1-877-571-1134).
 - 4) If the Company receives a report that this Code has been violated:
 - (a) The Internal Audit Department or VP Human Resources will investigate any reported violations in consultation with the General Counsel;
 - (b) The Internal Audit Department and the VP Human Resources will report each reported material 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;
 - (c) Once the investigation is completed, the results will be reported to the Audit Committee;
 - (d) The Audit Committee will conduct additional investigation if necessary;

- (e) 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 VP Human Resources, and the Board of Directors. The CEO, CFO, or the VP Human Resources, as directed by the Audit Committee, 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.
- 5) Should you still feel that the problem has not been adequately resolved or uncomfortable addressing the matter in this way, you may contact the Company's General Counsel or another member of senior management. Alternatively, you may email or voice your concern to the Company's Chair of the Audit Committee.

3. 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 General Counsel and Internal Audit Department.
- b. Only the Company's Board of Directors may waive enforcement of the Code against any member of the Board of Directors and executive officers 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 the Company's Board of Directors, and executive officers will be promptly disclosed to the public as required by applicable laws, rules, and regulations.