

# US Ecology, Inc.

## CORPORATE GOVERNANCE GUIDELINES

Effective September 12, 2014

### 1. Director Qualifications and Attributes

The Board of Directors (the “Board”) of US Ecology, Inc. (the “Company”) shall have a majority of directors who meet the criteria for independence required by The NASDAQ Stock Market (the “NASDAQ”) unless otherwise permitted by NASDAQ regulations. The Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment will include members’ qualification as independent, as well as consideration of each member’s skills and experience in the context of the needs of the Company. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the best interests of the stockholders. Nominees for directorship will be recommended by the Corporate Governance Committee to the Board in accordance with the policies and principles set forth in its charter and shall stand for election to the Board based on a majority vote of the Board. The size and composition of the Board will be appropriate for effective deliberation of issues relevant to the Company’s business and related interests. The Board may consider increasing the size of the Board to accommodate the availability of an outstanding candidate. Similarly, the Board may consider reducing the size of the Board, or maintain a vacancy, based on the needs of the business or if it cannot identify available candidates meeting the Board’s qualification standards.

Directors are expected to advise the Chairman of the Board, Lead Independent Director if one is named, and the Chairman of the Corporate Governance Committee prior to accepting any other public company directorship. Directors are also expected to report significant changes in their business or professional affiliations or responsibilities, including retirement, to the Chairman of the Board, Lead Independent Director if one is named, and the Chairman of the Corporate Governance Committee. A director is expected to resign if a majority of the Board concludes that a director no longer meets the Company’s requirements for service.

The Board recognizes the substantial time commitments attendant to Board membership and expects members of its Board to be fully committed to devoting the time necessary to fulfill their Board responsibilities in terms of preparation for and attendance and participation at meetings. The Board expects individual directors to use their judgment in accepting directorships of other corporations and to allow sufficient time and attention to Company matters. To this end, board service of independent directors is limited to four or fewer other public companies.

The Board does not believe it should establish term limits, which may have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

## **2. Board Vacancies**

Individuals who fill vacancies on the Board will stand for election at the next annual meeting provided they are so nominated by a majority of the Board.

## **3. Director Responsibilities**

Management is responsible for the day-to-day business operations of the Company. The Board is elected by the stockholders to provide oversight and strategic guidance to senior management. The basic responsibility of the directors is to exercise their judgment and act in what they reasonably believe to be the best interests of the Company and its stockholders in a manner consistent with their fiduciary duties. In discharging this obligation, directors are entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors are also entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf and to the benefits of indemnification and exculpation as permitted by applicable law and the Company's Certificate of Incorporation, Bylaws and any indemnification agreements as have been adopted and amended from time to time by the Board.

## **4. Meetings**

The Board will hold regularly scheduled meetings of the entire Board at least four times a year and as otherwise necessary to fulfill their responsibilities. Each regularly scheduled Board meeting shall include an executive session without the presence of non-independent directors and management. Directors are expected to attend annual meetings of stockholders at which they are nominees for election, Board meetings and meetings of the committees on which they serve, to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. The date and location of scheduled Board meetings and meetings of the Audit Committee shall be modified only as necessary to comply with rules and regulations of the U.S. Securities and Exchange Commission, requirements of the Company's independent registered public accountants or needs of the Company. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting and directors should review these materials in advance of the meeting. Directors will preserve the confidentiality of material given or presented to the Board. The Board will review the Company's long-term strategic plans and related issues and challenges during at least one Board meeting each year.

## **5. Chairman and Lead Independent Director Duties**

The Chairman of the Board will (i) chair all meetings of the full Board; (ii) identify strategic issues that should be considered for the Board agenda; and (iii) develop the schedule, agenda and materials for all meetings of the Board. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Company and its stockholders are best served by having a Chairman who has a wide-ranging, in-depth knowledge of the Company's business operations and competitive landscape and who is in the best position to identify the strategic issues to be considered by the Board.

In the event the Chairman of the Board also serves as an employee of the Company, the Corporate Governance Committee Charter provides that the Chairman of such committee will serve as “Lead Independent Director” to, among other things, (i) serve as a liaison between the employee Chairman and the independent Board members; (ii) review and approve the schedule, agenda and materials for all meetings of the Board; (iii) chair executive sessions of the independent Board members at scheduled Board meetings without the employee Chairman present; (iv) provide consultation and direct communication to major stockholders, if requested; and (v) call meetings of the non-employee Board members.

## **6. Board Committees**

The Board shall have at all times an Audit Committee, a Compensation Committee and a Corporate Governance Committee which shall operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board and the applicable rules of the Securities and Exchange Commission and the NASDAQ. All members of these committees will be independent directors under the criteria established by the NASDAQ, unless otherwise permitted by NASDAQ regulations. Committee members will be recommended by the Chairman of the Board and approved by the full Board. Consideration is given to rotating committee members periodically, but is not mandated.

The full Board shall approve the charters for the Audit Committee and the Corporate Governance Committees, which shall set forth the responsibilities of the committees. The chairman of each committee, in consultation with the committee members, will determine the frequency of committee meetings consistent with any requirements set forth in the committee's charter. The chairman of each committee, in consultation with members of the committee and management as appropriate, will develop committee agendas.

The Board and each committee have the power to retain, at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate and delegate to such committees such authority permitted by applicable law and the Company's Bylaws as the Board sees fit.

## **7. Director Access to Officers and Employees**

Directors have full and free access to officers and employees of the Company. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company.

## **8. Director Compensation**

The form and amount of director compensation will be evaluated annually by the Compensation Committee in accordance with the policies and principles set forth in its charter. The Compensation Committee may request that management report periodically on the status of the Board's compensation in relation to comparator companies. The Compensation Committee is aware that a director's independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. The Board will critically evaluate each of these matters when evaluating the independence of each director.

## **9. Director Stock Holding Requirement**

Each non-employee director must acquire (through open market purchase, restricted stock grants or exercise of stock options) and hold Company stock equal to three times his or her annual cash retainer. The stock holding value will be measured at the higher of cost or market. Each non-employee director must satisfy the holding requirement within four years of first becoming subject to these guidelines and, at a minimum, have satisfied one-quarter of the requirement after one year, one-half of the requirement after two years and three-quarters of the requirement after three years.

The stock holding requirement shall be calculated annually at each annual shareholder election. The stock holding requirement is effective for each serving non-employee director commencing with the May 24, 2011 annual shareholder election. All non-employee directors elected on May 24, 2011 will be considered new directors for purpose of the stock holding requirement, regardless of past service. Satisfying the stock ownership requirement is a condition to vesting of all previously unvested and future equity grants. For the sake of clarity, failure to achieve and maintain the proscribed stock ownership requirement contained herein will result in the cessation of vesting of all unvested equity awards (restricted stock and/or options) and result in the director being ineligible for future grants under all Company equity plans until such time that the ownership requirement is satisfied. Notwithstanding, a non-employee director who fails to comply with the stock holding requirement shall be granted a cure period of ninety (90) days within open trading windows for insiders to resume compliance.

Transactions involving Company equity shall comply with requirements set forth in the Company's Stock Trading Policies.

## **10. Director Orientation and Continuing Education**

Senior management is responsible for conducting, with the assistance and input of the Board, an orientation process for new directors. This orientation process may include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its principal officers and its independent auditors. The orientation process may include visits to Company headquarters and, to the extent practical, certain of the Company's facilities. The Board

or the Company encourages, but does not require, directors to periodically participate in programs addressing the responsibilities of directors of publicly traded companies.

#### **11. Management Evaluation and Succession**

The Board (not including any members of management of the Company) will conduct an annual review of the performance of the Chief Executive Officer and any other Board appointed officer as the Board may deem appropriate, taking into account the views and recommendations of the Compensation Committee and the Corporate Governance Committee.

The Board will establish and review such formal or informal policies and procedures, in consultation with the Corporate Governance Committee, the Chief Executive Officer and others as it considers appropriate regarding succession to the position of Chief Executive Officer and any other Board appointed officer position as the Board may deem appropriate.

#### **12. Board Interaction with Investors, the Press, Customers, Etc.**

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that Board members would do this with the advance knowledge of the Chief Executive Officer to the extent practicable.

#### **13. Amendment, Modification, Waiver and Periodic Review**

These Corporate Governance Guidelines may be amended, modified or waived by the Board, and waivers of these Corporate Governance Guidelines may also be granted by the Corporate Governance Committee, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, as amended, the rules promulgated thereunder, and the applicable rules of the NASDAQ. These guidelines are reviewed annually by the Board or as otherwise appropriate.