



COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of US Ecology, Inc. (the "Company") is appointed annually by the Board to have responsibility for evaluating and recommending to the full Board the Company's executive officer and director compensation plans, policies and programs, as well as all equity-based compensation plans and policies. The Committee is also responsible for preparing an annual report on executive compensation for inclusion in the Company's proxy statement filed with the Securities and Exchange Commission (the "SEC").

This Charter and the composition of the Committee are intended to comply with the listing requirements of the NASDAQ Stock Market LLC ("NASDAQ") and all applicable Federal Securities laws and regulations, including, but not limited to the requirements of the Sarbanes-Oxley Act of 2002.

Committee Membership

The Committee shall consist of not less than three (3) members selected by the full Board, each of whom shall be independent of management and the Company. The Board shall affirmatively determine that each Committee member satisfies the independence requirements pursuant to Listing Rule 5605(a)(2) established by NASDAQ, meets the definitions of "non-employee director" for purposes of Rule 16b-3 promulgated by the SEC under the Securities Exchange Act of 1934, as amended, and "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended ("Section 162(m)"), and meets any other applicable requirements of the Securities and Exchange Commission and any other applicable laws, rules and regulations with respect to independence, as determined by the Board. Determination of the true, actual and effective independence of any Committee member that has or had some relationship with the Company will be made by the Board in accordance with the requirements of NASDAQ and the SEC.

The members of the Committee shall be appointed annually by the full Board based on the recommendation of the Chairman of the Board. The Board shall have the power at any time to change the membership of the Committee, to fill all vacancies and to designate alternate members to replace any absent or disqualified members, so long as the Committee shall at all times have at least two members and be composed solely of directors satisfying the independence requirements discussed above. The Chair of the Committee shall be designated by the Board.

Committee Authority and Responsibilities

The Committee shall have the authority to confer with Company management and other employees to the extent it deems necessary or appropriate to fulfill its responsibilities. The Committee is authorized to conduct or initiate inquiries or investigations into any matters within the Committee's scope of responsibilities and shall have full access to the books, records, facilities and personnel of the Company. The Committee shall have the authority to create subcommittees with such powers as the Committee shall from time to time confer.

The following are the general responsibilities of the Committee and are set forth only for its guidance. The Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose. Nothing in this Charter shall be interpreted as diminishing or derogating from the responsibilities of the Board.

Pursuant to authority granted to it by the Board, the responsibilities of the Committee include the following:

1. Compensation of CEO. The Committee shall annually review and recommend to the full Board for approval goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the performance of the CEO, and review and recommend the compensation level of the CEO. In determining the long-term incentive component of the compensation of the CEO, the Committee may consider the Company's performance and relative stockholder returns, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and other factors that the Committee deems appropriate. The CEO may not be present during voting or deliberation on his or her compensation.
2. Compensation of Other Executive Officers. In consultation with the CEO, the Committee shall review and make recommendations to the Board regarding guidelines for the review of the performance and the establishment of compensation policies for all other executive officers of the Company, including named executive officers, and for the delegation to the CEO for the determination of compensation for all other employees of the Company, including awards under incentive-compensation plans.
3. Employment Agreements. The Committee shall interpret, implement, administer, and review all aspects of remuneration to the Company's executive officers, including their participation in incentive-compensation plans and equity-based compensation plans. The Committee also shall review and recommend to the Board for approval for the CEO and all other executive officers of the Company all employment agreements, consulting agreements, severance arrangements and change in control agreements or provisions.
4. Director Compensation. The Committee shall have the same responsibility with regard to all aspects of director compensation as it has been granted with regard to executive compensation.

All decisions regarding the compensation of any director shall be subject to the approval of the full Board.

5. Compensation Plans. The Committee shall develop, administer and recommend to the Board all equity and non-equity based compensation plans of the Company. The Committee shall review, recommend to the Board for approval and if necessary to preserve the Company's ability to take a deduction under Section 162(m), approve individual grants of any equity or non-equity based awards under all Board approved compensation plans, and exercise such other power and authority as may be required under such plans.

6. Proxy Statement. The Committee shall review and discuss with management the Compensation Discussion and Analysis report to be included in the Company's annual proxy statement as required by the SEC.

7. Other. In addition to the activities described above, the Committee shall perform such other functions as necessary or appropriate in its or the Board's opinion under all applicable laws and each of the Company's Restated Certificate of Incorporation and Amended and Restated Bylaws, and under the resolutions and other directives of the Board.

Outside Advisors

The Committee may, in its discretion, utilize the services of the Company's legal counsel with respect to legal matters or, at its discretion, retain other legal, accounting or other advisors, including a compensation consultant (each a "Compensation Advisor"), if the Committee determines that such is necessary or appropriate under the circumstances. The Committee shall have sole authority to approve all fees and terms of engagement, appoint, compensate, and oversee the Compensation Advisor's work. The Company shall provide sufficient funding for the payment of any Compensation Advisor retained by the Committee. Prior to engaging or obtaining advice from a Compensation Advisor, the Committee shall, at a minimum, consider the following factors:

1. Other services the advisor provides to the Company;
2. The amount of fees the company paid to the advisor as a percentage of the advisor's total revenue;
3. The advisor's policies and procedures to prevent conflicts of interest;
4. The advisor's business or personal relationships with members of the compensation committee;
5. The adviser's business or personal relationships with members of management; and

6. The adviser's ownership of company stock.

Meetings of the Committee

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may invite to any of its meetings other directors, members of Company management and such other persons as it deems appropriate in order to carry out its responsibilities.

The Committee shall report to the Board at regularly scheduled Board meetings on significant results of its activities as needed.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of conference call or in person.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action or recommendation of the Committee. Subject to the requirements of any applicable law, regulation or NASDAQ rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

Effective Date

This Compensation Committee Charter was duly approved and adopted by the Board of Directors of the Company on June 2, 2014.

Attested and Signed: _____
Wayne R. Ipsen, Corporate Secretary

Dated: _____