

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Clean Harbors, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
  - (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
  - (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
  - (5) Total fee paid: \_\_\_\_\_
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid: \_\_\_\_\_
  - (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
  - (3) Filing Party: \_\_\_\_\_
  - (4) Date Filed: \_\_\_\_\_

April 14, 2022



Corporate Headquarters  
42 Longwater Drive  
Norwell, Massachusetts 02061  
Tel. 781-792-5000

To Our Fellow Shareholders:

On behalf of the Board of Directors, it is my pleasure to invite you to attend the 2022 annual meeting of shareholders, to be held at 10:00 a.m., local time, on Wednesday, May 25, 2022 at the Company's headquarters at 42 Longwater Drive, Norwell, Massachusetts.

Information about the annual meeting is presented on the following pages. In addition to the formal items of business, the meeting will include a report by members of management on Company operations. We intend to hold the annual meeting in person at the Company's headquarters in Norwell, Massachusetts. We will follow recommended safety protocols so as to maintain the health and safety of everyone who is in attendance. We will also monitor for changes in government restrictions on gatherings in Massachusetts and react accordingly. You will have an opportunity to ask questions of our management team if you attend the meeting in person.

For the 2022 annual meeting, we are again using the "notice and access" method of providing proxy materials via the internet. On or about April 15, 2022, we will be mailing to our shareholders a notice of internet availability of proxy materials, or "e-proxy notice," containing instructions on how to access our 2022 proxy statement and the 2021 annual report to shareholders (including our 2021 Annual Report on Form 10-K).

Your vote is important. If you are unable to attend the meeting in person, it is important that your shares be represented and voted at the annual meeting. You may authorize your proxy to vote your shares over the internet, by telephone, or by mail as described under "Proxy Solicitation" in the attached proxy statement.

**Please note that under the current rules of the New York Stock Exchange, your broker will not be able to vote your shares at the annual meeting on the election of directors or on certain other proposals described in the attached proxy statement if you have not given your broker instructions on how to vote. Please be sure to give voting instructions to your broker so that your vote can be counted on the election and such proposals.**

Thank you for your continued support of Clean Harbors. We look forward to seeing those shareholders who are able to attend the annual meeting on May 25.

Sincerely,

A handwritten signature in black ink that reads "Alan S. McKim".

Alan S. McKim  
Chairman of the Board

**CLEAN HARBORS, INC.  
42 Longwater Drive  
Norwell, Massachusetts 02061**

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

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Notice is hereby given that the 2022 annual meeting of shareholders of Clean Harbors, Inc. (the "Company") will be held at 10:00 a.m., local time, on Wednesday, May 25, 2022, at the Company's headquarters at 42 Longwater Drive, Norwell, Massachusetts.

The annual meeting is being held:

1. To elect three (3) Class III members of the Board of Directors of the Company to serve until the 2025 annual meeting of shareholders and until their respective successors are duly elected;
2. To hold an advisory vote on the Company's executive compensation;
3. To ratify the selection by the Audit Committee of the Company's Board of Directors of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current fiscal year; and
4. To act upon such other business as may properly come before the meeting and any adjournment thereof.

Shareholders of record at the close of business on March 28, 2022 will be entitled to notice and to vote at the meeting.

By order of the Board of Directors,



Daniel T. Janis, Secretary

April 14, 2022  
Norwell, Massachusetts

**YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE AUTHORIZE YOUR PROXY TO VOTE YOUR SHARES OVER THE INTERNET, BY TELEPHONE, OR BY MAIL AS DESCRIBED UNDER "PROXY SOLICITATION" IN THE ATTACHED PROXY STATEMENT.**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 25, 2022: The Notice of Annual Meeting, Proxy Statement, and 2021 Annual Report to Shareholders (including the 2021 Annual Report on Form 10-K), are available for viewing, printing, and downloading at [www.proxyvote.com](http://www.proxyvote.com).**

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**CLEAN HARBORS, INC.**  
**42 Longwater Drive**  
**Norwell, MA 02061**

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**GENERAL MATTERS**

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This proxy statement and the accompanying notice of annual meeting of shareholders are being furnished to the holders of common stock, \$0.01 par value ("common stock"), of Clean Harbors, Inc., a Massachusetts corporation (the "Company" or "we"), in connection with the solicitation of proxies by the Company's Board of Directors for use at the 2022 annual meeting of shareholders and any adjournment thereof. The annual meeting will be held at the Company's headquarters at 42 Longwater Drive, Norwell, Massachusetts, on May 25, 2022, commencing at 10:00 a.m., local time.

**Proxy Solicitation**

For the 2022 annual meeting, we are again using the "notice and access" process permitted by the Securities and Exchange Commission (the "SEC") to distribute proxy materials to our shareholders. This process allows us to post proxy materials on a designated website and notify shareholders of the availability of such proxy materials on that website by distributing a notice of internet availability of proxy materials, or "e-proxy notice," rather than mailing hard copies of all of these materials. We believe this process lowers the cost of the annual meeting, expedites receipt of the meeting materials, and preserves natural resources.

The e-proxy notice also includes instructions for how to request a paper copy of our proxy materials or an electronic copy by e-mail. Your request to receive proxy materials in paper form by mail or electronically by e-mail will remain in effect for future meetings until you revoke it.

If your shares are registered directly in your name with our transfer agent, American Stock Transfer and Trust Company, you are considered the shareholder of record with respect to those shares and the e-proxy notice is being sent directly to you. As a shareholder of record, you may vote in person at the annual meeting or vote by proxy. Whether or not you plan to attend the annual meeting in person, we urge you to vote by telephone, via the internet, or, if you request a paper copy of the proxy materials, by completing, signing, dating, and returning the proxy card provided. You may revoke your proxy before it is exercised at the annual meeting by delivery of written revocation or a subsequently dated proxy to the Secretary of the Company, by voting again by telephone or via the internet, or by voting in person at the annual meeting. Attendance at the annual meeting will not, by itself, revoke a proxy.

If your shares are held in "street name" by a broker or other nominee, you are considered the beneficial owner of such shares and a form of e-proxy notice is being forwarded to you by the broker or nominee which is the shareholder of record with respect to those shares. Unless you have requested that you receive proxy materials in paper form, your broker will notify you how to access this proxy statement in electronic form and provide you with instructions on how to vote your shares. As a beneficial owner of your shares, you have the right to direct your broker or nominee on how to vote the shares held in your account. You may provide this direction by following the instructions on the form of voting instructions you receive from your broker or the e-proxy notice you receive. Although you have the right to direct how your shares are voted, the entity that holds your shares is the shareholder of record for purposes of voting at the annual meeting. Accordingly, because you are not the shareholder of record, you may not vote your shares in person at the annual meeting unless you request and obtain a valid proxy from your broker or nominee giving you the right to vote the shares at the meeting. If your shares are held of record by a broker or nominee and you wish to change your voting instructions, you must contact your broker or nominee to revoke any prior voting instructions.

If you wish to attend the annual meeting in person, please bring with you the e-proxy notice you have received and a government-issued proof of identity (such as a driver's license).

The cost of this solicitation shall be borne by the Company. Solicitations of proxies by telephone or in person may be made by the Company's directors, officers, or other employees, but any such solicitation will be carried on during working hours and for no additional cost, other than the time expended and telephone charges in making such solicitation. This proxy statement and the accompanying proxy form are first being made available to shareholders beginning on or about April 15, 2022.

## **Information As To Voting Securities**

On March 28, 2022, the record date for the annual meeting, there were 55,221,967 issued and outstanding shares of common stock. The presence in person or by proxy of a majority of shares of common stock entitled to vote is necessary to constitute a quorum at the annual meeting. Each share is entitled to one vote. Only shareholders of record at the close of business on the record date will be entitled to vote at the meeting. Votes cast by proxy or in person at the meeting will be counted by one or more persons appointed by the Company to act as election inspectors for the meeting.

At the annual meeting, the shareholders will vote upon proposals to (i) elect three Class III directors, (ii) approve an advisory vote on executive compensation, and (iii) ratify the selection by the Audit Committee of the Company's Board of Directors of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current fiscal year. Election of each of the Class III directors will require the affirmative vote of the holders of a majority of the total shares of common stock cast on such election at the meeting, and votes withheld from any nominee for election as a director will have the effect of "against" votes. Approval of the advisory votes on executive compensation and to ratify the selection by the Audit Committee of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current fiscal year will each require the affirmative vote of the holders of a majority of the shares represented at the meeting and voted on such proposals. Abstentions on such election and each of the other proposals, and any broker "non-votes," will be counted as present or represented for purposes of determining the presence of a quorum for the meeting but will not be taken into account in the voting.

Broker "non-votes" occur when a broker holding shares in "street name" votes on one proposal, but does not vote on another proposal because the broker does not have discretionary voting power and has not received instructions from the beneficial owner of such shares. Usually, this would occur when brokers holding stock in "street name" have not received voting instructions from clients, in which case the brokers (as holders of record) are generally permitted by the rules of the New York Stock Exchange to vote only on "discretionary" matters. Under the New York Stock Exchange's current rules, brokers will not be permitted to vote shares for which they have not received voting instructions on the proposed election of the Class III directors or the advisory approval of executive compensation. However, under such rules, the proposed ratification of the selection by the Audit Committee of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current fiscal year is a "discretionary" matter, and brokers will therefore generally be able to vote shares held in "street name" on such matter without receiving instructions from the beneficial holders of such shares.

## **BOARD OF DIRECTORS OVERVIEW**

### **No Political Contributions**

It is the Company's policy that no Company funds or assets will be used to make a contribution to any political party or candidate. The Company has also not established any political action committee as a forum for employees to voluntarily contribute to a fund that supports any political party or candidate.

### **Board Leadership Structure**

Clean Harbors, Inc. is a Massachusetts corporation, and by statute all public Massachusetts corporations have a staggered board of directors, with either two or three classes of directors, unless the corporation elects to be exempt from this statutory requirement by vote of its board of directors or of two-thirds of each class of stock outstanding. The Board has not elected to exempt, or to recommend that the shareholders exempt, the Company from this statutory requirement because the Board believes that a staggered board promotes continuity and stability.

Alan S. McKim, the Company's founder, now serves and has served since the Company's formation in 1980 as both the Chief Executive Officer and Chairman of the Board. Mr. McKim also serves as the Company's President. The Board has a Lead Director, nominated by the Corporate Governance Committee and elected by the full Board. The Lead Director is an independent director who presides over executive sessions of the Board, serves as a contact person for correspondence with the independent members of 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. Dr. Eugene Banucci now serves as the Lead Director. Dr. Banucci joined the Board in 2008 and, prior to his election as Lead Director in 2016, served as Chairman of the Compensation Committee and a member of the Audit Committee. The Board has also determined that the Chairs of each of the Board's four committees should periodically change, and each independent director (after a transition period for new

directors) is expected to serve on at least two committees except for the Lead Director, who is eligible to attend all committee meetings but may only vote on committee matters if he or she is a member of the committee.

The Board believes its leadership structure to be the most appropriate for the Company at this time because of the efficiency gained by assigning the responsibilities of both Chairman and Chief Executive Officer to Mr. McKim, who has a thorough knowledge of the Company's business and an impressive track record in managing the Company. As the Company's largest individual shareholder, Mr. McKim's interests are also significantly aligned with those of the other shareholders. The Board also believes this structure is appropriate because all of the Company's directors other than Mr. McKim are "independent," as described below, and the Board elects from the independent directors a Lead Director with the authority described above.

### **Corporate Governance Guidelines, Committee Charters and Code of Ethics**

The Company's Board of Directors has adopted Corporate Governance Guidelines, charters for each of the Board's committees, and a Code of Ethics which sets forth standards of ethical professional conduct for the officers, directors and employees of the Company and its subsidiaries. Each of those documents is posted on the Company's website at [www.cleanharbors.com](http://www.cleanharbors.com) under "Investors - Corporate Governance." A copy may also be obtained without cost by writing to Clean Harbors, Inc., 42 Longwater Drive, Norwell, MA 02061, Attention: Executive Office. In the event that any waiver of the Code of Ethics were to be approved by the Audit Committee or the full Board of Directors, such waiver would be posted on the Company's website.

### **Director Independence**

The Corporate Governance Guidelines adopted by the Board of Directors require that at least a majority of the Board be "independent," as defined by the rules of the New York Stock Exchange (the "NYSE") on which the Company's common stock is listed. To be considered independent under the NYSE rules, the Board must affirmatively determine that a director does not, except as a director or shareholder, have a direct or indirect material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). In making that determination, the Board must consider all relevant facts and circumstances. In particular (but without limitation as to the potential reasons for which a director might not be determined to be independent), a director is not independent if:

- The director is, or has been within the last three years, an employee of the Company or the director has an immediate family member who is, or has been within the last three years, an executive officer of the Company.
- The director has received, or has an immediate family member who has received, during any 12-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees, stock incentives awarded to non-employee directors of the Company, and pension or other forms of deferred compensation for prior service (provided such deferred compensation is not contingent in any way on continued service).
- (A) The director or an immediate family member of the director is a current partner of the Company's internal or external auditor; (B) the director is a current employee of the Company's external auditing firm; (C) the director has an immediate family member who is a current employee of the Company's external auditing firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or (D) the director or an immediate family member of the director is, or has been within the last three years, a partner or employee of the Company's external auditing firm and personally worked on the Company's audit within that time.
- The director or an immediate family member of the director is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers serve or served at the same time on that other company's compensation committee.
- The director is a current employee, or an immediate family member of the director is a current executive officer, of a company that has made payments to or received payments from the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

The Board also has established the following categorical standards to assist it in determining director independence in accordance with the NYSE rules:

- *Stock Ownership.* Ownership of stock in the Company by a director or a director's immediate family is not considered a relationship which would adversely impact a director's independence.
- *Commercial Relationships.* The following commercial relationships are not considered material relationships that would impair a director's independence: (i) if a director of the Company is an executive officer or an employee of, or an immediate family member of a director is an executive officer of, another company that does business with the Company and the annual sales to, or purchases from, the Company are less than 1% of the annual revenues of such other company, and (ii) if a director of the Company is an executive officer of another company which is indebted to the Company, or to which the Company is indebted, and the total amount of either company's indebtedness to the other is less than 2% of the total consolidated assets of the company for which he or she serves as an executive officer.
- *Charitable Relationships.* The following charitable relationship will not be considered a material relationship that would impair a director's independence: if a director, or an immediate family member of the director, serves as an executive officer, director or trustee of a charitable organization, and the Company's discretionary charitable contributions (if any) to that charitable organization in any single fiscal year are less than 1% (or \$500,000, whichever is less) of that charitable organization's annual consolidated gross revenues.
- *Personal Relationships.* The following personal relationship will not be considered to be a material relationship that would impair a director's independence: if a director, or immediate family member of the director, receives from, or provides to, the Company products or services in the ordinary course and on substantially the same terms as those prevailing at the time for comparable products or services provided to unaffiliated third parties.

For relationships not qualifying within the foregoing guidelines, the determination of whether the relationship is material, and therefore whether the director is independent, shall be made by the directors who satisfy the foregoing independence guidelines. For purposes of these guidelines, "immediate family member" has the meaning defined in the NYSE rules. The Board and its Corporate Governance Committee monitor the Board's compliance with the NYSE requirements for director independence on an ongoing basis.

In accordance with current NYSE rules and the Board's own categorical standards of independence, the Board of Directors has determined that the following current non-employee directors are "independent" and have no direct or indirect material relationship with the Company except as a director and shareholder: Eugene Banucci, Edward G. Galante, John T. Preston, Marcy L. Reed, Andrea Robertson, Thomas J. Shields, Lauren C. States, John R. Welch, and Robert J. Willett. Accordingly, the Board has determined that nine out of the total of ten current members of the Board are independent. The Board has also determined that, to the extent (if any) the Company has had during the past three years any commercial relationships with any of the entities with which any of the independent directors are affiliated, those relationships fall below the categorical standards for commercial relationships, were established in the ordinary course of business on an arms-length basis, and are not material to the Company or those individuals or entities. The Board has also determined that Alan S. McKim is not independent because he is an employee of the Company.

#### **Limitation on Other Board Services**

































The Board believes that its members should not 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 organizations and provided the member's service with such other organizations will not unduly impinge upon his/her commitment to Clean Harbors. The Board has, however, developed a guideline regarding the number of public company boards on which a director may serve. The number of public company boards on which a director may serve, including the Board, is limited to (i) in the case of a director who is not also a public company chief executive officer, four (4) boards of directors and (ii) in the case of a director who serves as a chief executive officer or in an equivalent position of a public company, two (2) boards of directors in addition to their employer's board. The Corporate Governance Committee will take into account the nature of and time involved in a director's service on other boards and committees 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 Committees

The Board has established four committees: the Audit Committee, Compensation Committee, Corporate Governance Committee, and Environmental, Health and Safety Committee. The Board has determined that each committee of the Board consists solely of non-employee “independent directors” as defined by the rules of the New York Stock Exchange which are applicable to membership on such committees, and that each committee member is free of any relationship that would interfere with his or her ability to exercise independent judgment. Based upon their training and experience, as described below under “Election of Directors,” the Board has also determined that each of Marcy L. Reed, Andrea Robertson and Thomas J. Shields, who are members of the Audit Committee, qualifies as an “audit committee financial expert” as defined by Item 407(d)(5)(ii) of Regulation S-K under the Securities Exchange Act of 1934 and that Lauren C. States and John R. Welch, the other two members of the Audit Committee, are financially literate as required by the NYSE listing rules. All members of the four committees are appointed by the Board, and each committee operates under a charter approved by the Board and available on the Company's website at [www.cleanharbors.com](http://www.cleanharbors.com) under “Investors - Corporate Governance.” Copies may also be obtained without cost by writing to Clean Harbors, Inc., 42 Longwater Drive, Norwell, MA 02061, Attention: Executive Office.

The following table describes the members of the four committees of the Board as of April 14, 2022.

Director	Independent	Committees			
		Audit	Compensation	Corporate Governance	Environmental, Health, and Safety
Dr. Eugene Banucci 					
Edward G. Galante					
Alan S. McKim 					
John T. Preston					
Marcy L. Reed, CPA		 			
Andrea Robertson, CPA		 			
Thomas J. Shields		 			
Lauren C. States					
John R. Welch					
Robert J. Willett					

 Committee Chair     Member     Financial Expert     Chairman of the Board     Lead Independent Director

Since the Company's June 2021 annual meeting of shareholders, Marcy L. Reed was added to the Audit and Environmental Health, and Safety Committees in connection with her appointment as an additional director on September 8, 2021 and as of September 1, 2021, the Board appointed Robert J. Willett to the Compensation and Corporate Governance Committees in place of his former role on the Audit Committee.

### Audit Committee

The Audit Committee assists the Board in fulfilling its oversight responsibility and reviews the adequacy and integrity of the Company's financial statements, financial reporting process, and internal controls over financial reporting. The primary responsibilities of the Audit Committee are to select the Company's independent registered public accounting firm, review the scope of and approach to audit work, meet with and review the activities of the Company's internal auditors and the Company's independent registered public accounting firm, fulfill oversight responsibilities relating to the integrity of the Company's financial statements, related party transactions, and policies with respect to risk assessment and risk

management, including cybersecurity risks), and review the Company's policies regarding employee complaints and a summary of complaints received. The Audit Committee held six meetings during 2021.

For fiscal 2021, in fulfillment of its responsibilities, among other things, the Audit Committee:

- Discussed with senior members of the Company's financial management team and the independent auditors matters associated with accounting principles, critical accounting policies, significant accounting judgments and estimates, and internal controls over financial reporting.
- Held separate private sessions, during its regularly scheduled meetings, with senior members of the Company's financial management team, with the independent auditors, with the Senior Vice President of Internal Audit, and on its own, at which candid discussions regarding financial management, accounting, auditing, and internal control matters took place.
- Received periodic updates on management's process to assess the adequacy of the Company's system of internal control over financial reporting and management's conclusions on the effectiveness of the Company's internal control over financial reporting. Among other matters, these updates included discussions regarding the internal controls over financial reporting relating to HydroChemPSC ("HPC"), which the Company acquired on October 8, 2021 and whose financial results were included in the consolidated financial statements of the Company for the year ended December 31, 2021 on a purchase accounting basis commencing with the acquisition date.
- Discussed with the independent auditors the Company's internal control assessment process, management's assessment with respect thereto, and the independent auditors' evaluation of the Company's system of internal control over financial reporting including, among other matters, recognition that the report of the independent auditors on the Company's internal control over financial reporting included in the Company's annual report on Form 10-K for the year ended December 31, 2021 would exclude the internal control over financial reporting at HPC.
- Reviewed and discussed with management the Company's earnings releases and quarterly and annual reports on Form 10-Q and Form 10-K prior to filing with the SEC.
- Reviewed the Company's internal audit plan and the performance of the Company's internal audit function.
- Reviewed with senior members of the Company's financial management team, the independent auditors and the Senior Vice President of Internal Audit, the overall scope and plans for their respective audits, the results of internal and external audits, evaluations by management and the independent auditors of the Company's internal controls over financial reporting, and the quality of the Company's financial reporting.
- Discussed with the Company's counsel legal, income tax, and regulatory matters that may have a material impact on the Company's financial statements, and compliance policies and programs, including corporate securities trading policies.
- Discussed with management guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company, including the internal auditing department, identify, assess, and manage the Company's exposure to risk, including cybersecurity risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- Reviewed the transactions which are disclosed in this proxy statement under "Related Party Transactions."
- Participated, with representatives of management and of the independent auditors, in additional discussions, as requested by the Audit Committee, on areas of the Company's operations.

### ***Compensation Committee***

The primary responsibilities of the Compensation Committee are to recommend to the full Board the total compensation (e.g. base salary, management incentive cash bonus, and equity compensation) for the Chief Executive Officer, which salary is then set by all the Company's independent directors, review and approve the total compensation for the other senior executive officers, administer the Company's cash incentive bonus plans for senior management and equity incentive plans, review and approve certain aspects of the Company's other management compensation policies, and monitor executive

officer succession planning. Under its charter, the Compensation Committee has authority to select and retain its own executive compensation consultants, legal counsel, and other advisors to assist the Compensation Committee in its determinations. In connection with each such selection, the Compensation Committee would consider factors that could bear on the independence of each such advisor. Following the completion of each fiscal year, the Compensation Committee evaluates the level of success of the CEO and senior executive staff in achieving their goals during the prior year and, based upon the degree of their success, determines the amount of bonuses (if any) payable to the CEO and senior executive staff. The Compensation Committee held ten meetings during 2021, six of which were by written consent.

#### ***Corporate Governance Committee***

The primary responsibilities of the Corporate Governance Committee are to serve as a nominating committee for directors and the Lead Director, recommend committee structures, review director independence and compensation, and assist the Board in reviewing the performance of the Board and the Chief Executive Officer. The Corporate Governance Committee held four meetings during 2021.

#### ***Environmental, Health, and Safety Committee***

The primary responsibilities of the Environmental, Health, and Safety Committee are to fulfill the Board's oversight responsibilities for the Company's policies and practices related to human health and safety, operational safety, and regulatory and environmental compliance, and review the impact of these policies and practices on the Company's corporate social responsibility, sustainability, and reputational goals. The Environmental, Health, and Safety Committee held three meetings during 2021.

#### **Compensation Committee Interlocks and Insider Participation**

No person who served as a member of the Board's Compensation Committee during the last fiscal year (Mr. Shields, Mr. Galante, Mr. Preston, Ms. Robertson, and Mr. Willett) has (i) served as one of the officers or employees of the Company or any of its subsidiaries; or (ii) any relationship requiring disclosure under any paragraph of Item 404 of Regulation S-K promulgated under the Securities Act of 1933, as amended. None of the Company's executive officers serves as a member of the board of directors or as a member of a compensation committee of any other company that has an executive officer serving as a member of the Company's Board or Compensation Committee.

#### **Communications to the Independent Directors**

Shareholders and other interested parties may communicate with the Board of Directors by mail or electronically. To communicate with independent members of the Company's Board, correspondence should be addressed to Eugene Banucci, Lead Director, c/o Michael McDonald, General Counsel, Clean Harbors, Inc., 42 Longwater Drive, Norwell, MA 02061-9149, or mcdonaldm@cleanharbors.com. Any such correspondence received will be opened by the office of the General Counsel for the sole purpose of determining whether the contents represent a message to the independent directors. Any communication that is not in the nature of advertising, promotion of a product or service, or patently offensive material, will be forwarded promptly to the Lead Director for distribution, as appropriate, to the other independent members of the Board.

#### **Board Oversight of Risk Management**

The Board of Directors has an active role, as a whole and also at the committee level, in overseeing management of the Company's risks. The Board regularly reviews reports from senior management and other information regarding the Company's credit, liquidity and operations, and compliance with environmental, health and safety laws and policies, as well as the risks associated with each such matter. The Compensation Committee oversees management of risks relating to the Company's executive compensation plans and arrangements. The Audit Committee oversees management of financial risks, the Company's policies with respect to risk assessment and risk management, including cybersecurity risks, and any potential conflicts of interest arising from related party transactions. The Corporate Governance Committee oversees risks associated with maintaining the independence of the Board of Directors. The Environmental, Health, and Safety Committee oversees management of risks associated with environmental, health and safety matters affecting the Company and its employees. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board of Directors is regularly informed through committee reports about such risks. The Board also periodically asks the

Company's executives to present the most likely sources of material future risks and how the Company is addressing or plans to address any significant potential vulnerability.

### **Commitment to the Environment and Sustainability**

The Company's Board and management believe environmental, social, and other sustainability matters are key components of the Company's success and recognize the importance of continuing efforts to minimize any negative impact which the Company's operations may have on the environment. Measuring the positive impacts of the Company's operations on the environment and the customers and communities served by the Company and valuing the safety, development, and welfare of employees, customers, and other third parties with whom the Company works are key components of the Company's environmental, social, and sustainability commitment. Further information concerning the Company's commitment is available under "Business – Protecting the Environment and Sustainability" in the Annual Report on Form 10-K for the year ended December 31, 2021 which accompanies this proxy statement, and in the Company's annual Corporate Sustainability Report which is available in the Investor Relations section of the Company's website under "ESG".

### **Executive Succession Planning**

The Board recognizes that succession planning is a key component of the Company's continued success. Pursuant to the Board's Corporate Governance Guidelines, on an annual basis, the Board, in its executive sessions, considers and reviews succession candidates for the CEO and other executive leadership positions for both near- and long-term planning. The Board reviews potential candidates for succession planning purposes in light of their performance, leadership qualities, and ability to manage additional responsibilities. The Board also considers potential risks regarding the retention of the Company's current executive officers and succession candidates, the timeline for implementing each succession plan, and the extent of disruption likely to be caused as a result of unplanned attrition. In addition, as part of its risk management process, the Board has developed an interim emergency succession plan.

### **No Political Contributions**

It is the Company's policy that no Company funds or assets will be used to make a contribution to any political party or candidate. The Company has also not established any political action committee as a forum for employees to voluntarily contribute to a fund that supports any political party or candidate.

## **ELECTION OF DIRECTORS** **(Item 1 on Proxy Form)**

The Board of Directors (the "Board") is the ultimate decision making body of the Company except with respect to those matters reserved by law or the Company's By-Laws to the shareholders. The Board is responsible for selection of the Chief Executive Officer and for advising the Chief Executive Officer with respect to the selection of a management team, providing oversight responsibility and direction to management, and evaluating the performance of management on behalf of the shareholders. As more fully described below, the Board has determined that, except for Alan S. McKim, the Company's Chairman and Chief Executive Officer, all of the current members of the Board are "independent directors" as defined by the rules of the New York Stock Exchange.

In 2021, the Board held eight meetings, of which two were held by unanimous written consent. Overall attendance at Board and committee meetings was over 99% and attendance was at least 75% for each director. All current members of the Board who were then serving as directors also either attended or were present remotely at the 2021 annual meeting of shareholders.

The Board of the Company is currently composed of ten directors classified into three classes. There are now four Class I directors, three Class II directors, and three Class III directors. One class of directors is elected each year for a term of three years. The term of the current Class III directors, Andrea Robertson, Lauren C. States, and Robert J. Willett, will expire at the 2022 annual meeting. The Board has nominated the three current Class III directors to stand for re-election as Class III directors.

## Board Matrix

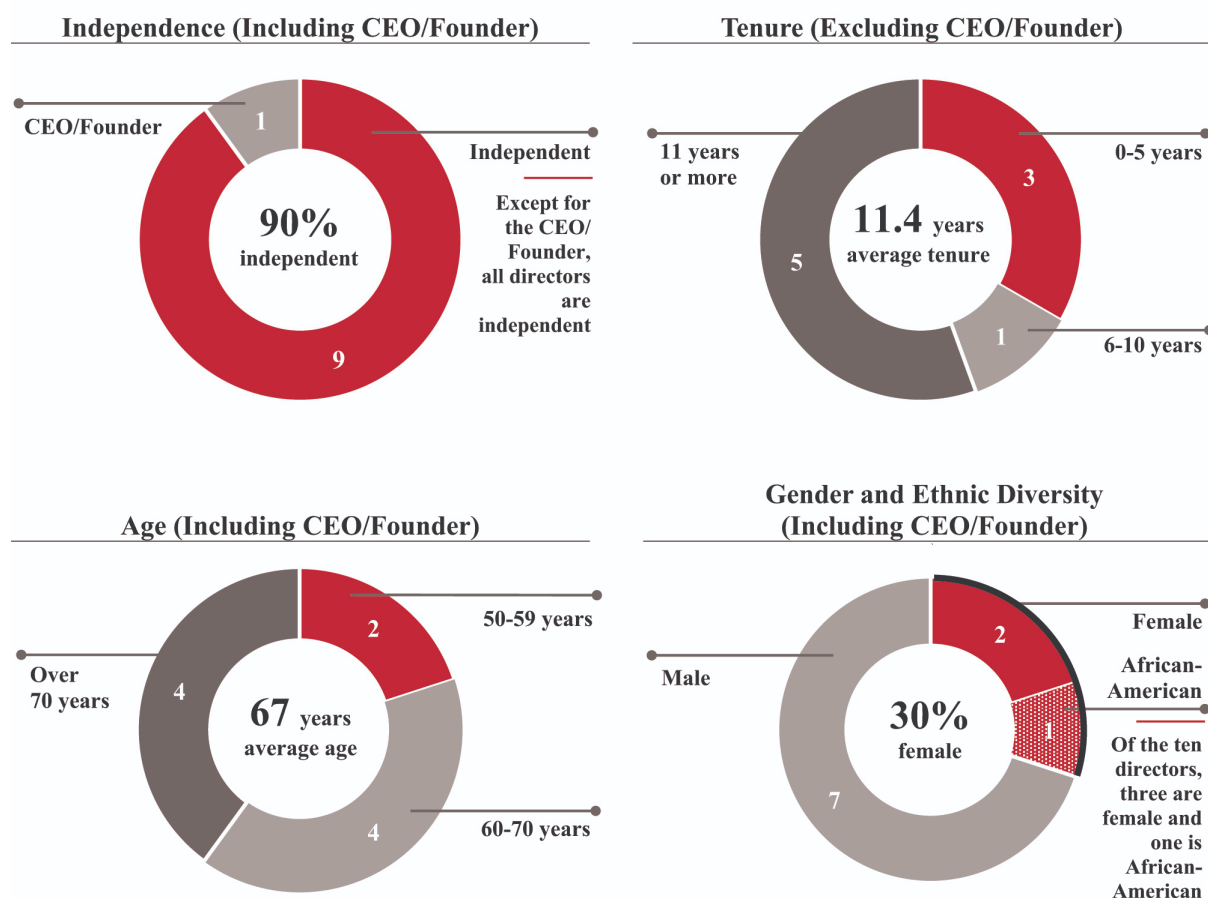
The following matrix provides information regarding the current members of our Board, including certain types of knowledge, skills, experiences and attributes possessed by one or more of our directors which our Board believes are relevant to our business and corporate structure. The matrix does not encompass all of the knowledge, skills, experiences or attributes of our directors, and the fact that a particular knowledge, skill, experience, or attribute is not listed does not mean that a director does not possess it. In addition, the absence of a particular knowledge, skill, experience, or attribute with respect to any of our directors does not mean the director in question is unable to contribute to the decision making process in that area. The type and degree of knowledge, skill, and experience listed below may vary among the members of the Board.

	Banucci	Galante	McKim	Preston	Reed	Robertson	Shields	States	Welch	Willett
<b>Knowledge, Skills, and Experience</b>										
Other Public Company Board Experience	●	●					●	●		●
Financial	●	●	●		●	●	●	●	●	●
Risk Management	●	●	●			●	●	●	●	●
Accounting		●			●	●	●	●		●
Corporate Governance/Ethics		●	●	●	●		●	●	●	
Legal/Regulatory				●				●		
HR/Compensation		●	●			●		●	●	
Executive Experience	●	●	●	●	●	●	●	●	●	●
Operations						●		●	●	●
Strategic Planning/Oversight	●	●	●	●	●	●	●	●	●	●
Technology			●	●	●		●	●	●	●
Mergers and Acquisitions	●	●	●	●		●	●	●	●	●
Academia/Education			●	●	●					
<b>Demographics</b>										
<b>Race/Ethnicity</b>										
African American								●		
Asian/Pacific Islander										
White/Caucasian	●	●	●	●	●	●	●		●	●
Hispanic/Latino										
Native American										
<b>Gender</b>										
Male	●	●	●	●			●		●	●
Female					●	●		●		

As more fully described above under “Board of Directors and Corporate Governance - Board Committees,” the Board’s Corporate Governance Committee, which is composed solely of independent directors, is responsible for selecting nominees to recommend to the full Board for election as directors. In that capacity, the Corporate Governance Committee and the full Board determine on an annual basis the appropriate characteristics, skills, and experience for the Board as a whole

and for its individual members. While the Corporate Governance Committee and the full Board do not have any formal policy with regard to gender or racial diversity, the Corporate Governance Committee and the full Board believe that considering diversity is consistent with the goal of creating a Board that best serves the needs of the Company and the interests of its shareholders and is one of the factors that they consider when identifying individuals for Board membership. The following tables summarize the composition of the Company's current Board members:

### Board Attributes



In evaluating the suitability of individual Board members, the Corporate Governance Committee and the full Board take 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, sales, management, engineering and technology, cybersecurity risk experience, and personal, educational, and professional background. The Corporate Governance Committee and the full Board evaluate each individual in the context of the Board as a whole, with the objective of recommending nominees for election as director who can best enhance the success of the Company and represent shareholder interests through the exercise of sound judgment, using the diversity of experience of the various directors. In choosing individuals to recommend for nomination to the Board, the Corporate Governance Committee seeks individuals with particular skills complementary and additive to those currently held by the Board or knowledge and experience that the Board is likely to need in the future. The Board also has a policy under which each director who wishes to stand for re-election will be evaluated by the other members of the Board based on such director's contributions to the activities of the Board prior to being nominated by the Board for re-election.

## Board Nomination Process

In the past, all nominees for the Board have been submitted to the Corporate Governance Committee by members of the Board. However, the Corporate Governance Committee will also consider shareholder recommendations for Board candidates. For the 2023 annual meeting of shareholders, names of potential candidates for consideration by the Corporate Governance Committee should be received no later than December 16, 2022. The Corporate Governance Committee will use the same evaluation method described above in assessing any candidates recommended by shareholders. The name of any recommended candidate for director, together with a brief biography, a document indicating the candidate's willingness to serve, and evidence of the nominating person's ownership of Company stock, should be sent to the Chair, Corporate Governance Committee, in the manner described above under "Corporate Governance - Communications to the Independent Directors."

## Current Directors and Nominees

The following paragraphs provide information as of the date of this proxy statement about each of the Company's ten current directors. The directors include Andrea Robertson, Lauren C. States, and Robert J. Willett, the three current Class III directors standing for re-election, and the seven other directors who will continue to serve in accordance with their current terms as Class I directors until 2023 or Class II directors until 2024. The information includes age, positions, principal occupation and business experience for the past five years, the names of other publicly-held companies of which he or she currently serves as a director or has served as a director during the past five years, and any material legal proceedings during the past ten years which might be relevant to service as a director. In addition to the information presented below regarding each director's specific experience, qualifications, attributes, and skills that led the Corporate Governance Committee and full Board to conclude that he or she should serve as a director, the Corporate Governance Committee and Board also believe that all of the directors have high personal and professional ethics, integrity and values, and each of them has demonstrated business acumen, sound judgment, and a commitment of service to the Company.

### Current Directors Standing for Re-election at the Meeting:

<b>Andrea Robertson</b> <b>Age:</b> 64 <b>Director Class:</b> III <b>Director Since:</b> 2004  <b>Committees:</b> Audit (Chair) Compensation	<p>Ms. Robertson was the Group Executive, Corporate Treasurer of MasterCard Worldwide from 2003 to June 2010. From 1996 to 2003, she held financial management positions with RR Donnelley &amp; Sons Company, and from 1984 to 1996 with International Business Machines Corporation. From 1979 to 1982, she was an auditor with Coopers &amp; Lybrand. She holds a BS in Accounting from Merrimack College and an MBA in Finance/Management Information Systems from the University of Chicago. She is a certified public accountant. She is the Immediate Past Chair of the Board of Prevent Child Abuse America.</p> <p><b>Skills and Qualifications:</b></p> <p>Ms. Robertson brings to the Board her considerable knowledge and experience in finance and risk management from her training as an accountant and her work in financial management positions. She qualifies as an "audit committee financial expert" under Regulation S-K of the Securities Exchange Act of 1934.</p>
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<p><b>Lauren C. States</b>  <b>Age:</b> 65  <b>Director Class:</b> III  <b>Director Since:</b> 2016</p> <p><b>Committees:</b>  Audit  Environmental, Health, and Safety</p>	<p>Ms. States retired in 2014 after more than 36 years with IBM Corporation. Prior to her retirement, she served as Vice President, Strategy and Transformation for IBM’s Software Group and as a member of the Growth and Transformation senior leadership team. Her principal responsibilities included leading the global sales force strategy and go-to-market for IBM’s multi-billion dollar software business. From 2008 to 2013, she was a leader in the company’s transformation to cloud computing, working with clients to provide insights to the company’s strategy and serving as Chief Technology Officer in the corporate strategy function. Over her career, she has served in a broad variety of roles including technology, transformation, sales and talent development. Ms. States received her Bachelor of Science in Economics from The Wharton School of the University of Pennsylvania. In 2015, she completed a Fellowship with Harvard University’s Advanced Leadership Initiative. She is a director of Diebold Nixdorf Inc. (NYSE:DBD), a public company headquartered in North Canton, Ohio, and Webster Financial Corporation (NYSE:WBS), a public company headquartered in Waterbury, CT. She is also a member of the board of Code Nation, a not-for-profit organization which equips students in under-resourced high schools with the skills, experiences, and connections that together create access to careers in technology. She also serves as a Trustee for International House, New York.</p> <p><b>Skills and Qualifications:</b></p> <p>Ms. States brings to the Board her considerable experience in sales, technology, and strategy at a major technology company, as well as from serving as a director of another public company. Ms. States also has a Certificate in Cybersecurity Oversight issued by the National Association of Corporate Directors and Carnegie Mellon University.</p>
<p><b>Robert J. Willett</b>  <b>Age:</b> 54  <b>Director Class:</b> III  <b>Director Since:</b> 2019</p> <p><b>Committees:</b>  Compensation  Corporate Governance</p>	<p>Mr. Willett is the President and Chief Executive Officer of Cognex Corporation (NASDAQ: CGNX), a machine vision company, where he oversees all aspects of strategy and operations. He joined Cognex in 2008 as Executive Vice President and President of the Modular Vision Systems Division. He was promoted to President and Chief Operating Officer in 2010 and to Chief Executive Officer in 2011. Before joining Cognex, he served as Group Vice President of Business Development and Innovation for the Product Identification business group at Danaher Corporation (NYSE:DHR), a diversified manufacturer of industrial controls and technologies. Prior to that, he served as President of Danaher subsidiary Videojet Technologies. From 1998 to 2003 Mr. Willett served as Chief Executive Officer of Willett International Ltd., a \$125 million private coding company with 30 wholly owned sales companies around the world, which he sold to Danaher in 2003. Mr. Willett holds a BA from Brown University and an MBA from Yale University.</p> <p><b>Skills and Qualifications:</b></p> <p>As the chief executive officer of a public machine vision company, Mr. Willett has a deep industrial and technology background and expertise in leadership development. He serves as valuable resource as the Company continues to execute its growth strategy.</p>

**Continuing Directors Not Standing for Re-election at the Meeting:**

<p><b>Dr. Eugene Banucci</b>  <b>Age:</b> 78  <b>Director Class:</b> I  <b>Director Since:</b> 2008</p> <p><b>Committees:</b>  Lead Director  Environmental, Health, and Safety</p>	<p>Dr. Banucci was the founder and former Chairman and CEO of ATMI, Inc. (“ATMI”), a public company that was acquired by Entegris Inc. (NASDAQ: ENTG) in 2014. ATMI was a supplier of specialty materials to the worldwide semiconductor industry. Dr. Banucci served as Chief Executive Officer of ATMI from its founding in 1986 until the beginning of 2005. Until recently, he served on the board of directors and audit committee of Cognex Corporation (NASDAQ: CGNX) and still serves on the boards of directors of several private companies. Dr. Banucci holds a BA from Beloit College and a Ph.D. in chemistry from Wayne State University.</p> <p><b>Skills and Qualifications:</b></p> <p>Dr. Banucci brings to the Board considerable experience and skills in growing and managing companies, as well as from serving as the Chairman and CEO and/or director of two other public companies.</p>
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<p><b>Edward G. Galante</b>  <b>Age:</b> 71  <b>Director Class:</b> I  <b>Director Since:</b> 2010</p> <p><b>Committees:</b>  Compensation  Corporate Governance  Environmental, Health, and Safety (Chair)</p>	<p>Mr. Galante retired in 2006 after more than 30 years with Exxon Mobil Corporation. Prior to his retirement, he most recently served as a Senior Vice President and member of the Management Committee. His principal responsibilities included the worldwide Downstream business: Refining &amp; Supply, Fuels Marketing, Lubricants and Specialties Marketing and Research, and Engineering. He was also responsible for Exxon Mobil's corporate Public Affairs and Safety, Health and Environmental activities. Mr. Galante received his Bachelor of Science degree in civil engineering from Northeastern University, and he now serves as a Vice Chairman of Northeastern's Board of Trustees. He is a director of Linde plc (NYSE: LIN), where he chairs the compensation and executive development committee and sits on the audit committee; Celanese Corporation (NYSE: CE), where he serves as the lead independent director and as a member of the compensation and governance committees; Marathon Petroleum Corporation (NYSE: MPC), where he chairs the compensation and organizational development committee and serves on the sustainability committee; and the United Way Foundation of Metropolitan Dallas.</p> <p><b>Skills and Qualifications:</b></p> <p>In addition to his extensive experience with Exxon Mobil in the oil and gas industry, Mr. Galante's services as a director and board committee member of three other major public companies give him valuable insight into corporate governance, public affairs, environmental, compensation, and audit matters.</p>
<p><b>Alan S. McKim</b>  <b>Age:</b> 67  <b>Director Class:</b> II  <b>Director Since:</b> 1980</p> <p><b>Committees:</b>  None</p>	<p>Mr. McKim founded the Company in 1980 and has served as Chairman of the Board of Directors and Chief Executive Officer since its founding. He also serves as the Company's President. Mr. McKim holds an MBA from Northeastern University's D'Amore - McKim School of Business and an honorary doctorate from the Massachusetts Maritime Academy. He serves on Northeastern University's Board of Trustees and South Shore Health's Board of Directors.</p> <p><b>Skills and Qualifications:</b></p> <p>Mr. McKim is recognized as an industry leader, with more than four decades of experience in the environmental services business. He is also the largest individual shareholder of the Company, and his interests are therefore significantly aligned with those of the other shareholders.</p>
<p><b>John T. Preston</b>  <b>Age:</b> 72  <b>Director Class:</b> II  <b>Director Since:</b> 1995</p> <p><b>Committees:</b>  Compensation  Corporate Governance</p>	<p>Mr. Preston is the Managing Partner of TEM Capital, a private equity investment company, and is currently a director of numerous private companies. From 1992 through 1995, he served as Director of Technology Development at the Massachusetts Institute of Technology ("MIT"). Prior to that he was the Director of the MIT Technology Licensing Office where he was responsible for the commercialization of intellectual property developed at MIT. Some of Mr. Preston's prior appointments include director or advisory positions for the Governor of Massachusetts, the U.S. Department of Defense, the National Aeronautics and Space Administration, and the National Technology Board of Singapore. He holds a BS in Physics from the University of Wisconsin and an MBA from Northwestern University.</p> <p><b>Skills and Qualifications:</b></p> <p>Mr. Preston brings to the Board his considerable experience in technology development, corporate growth and corporate governance. Mr. Preston also has a Certificate in Cybersecurity Oversight issued by the National Association of Corporate Directors and Carnegie Mellon University.</p>

<p><b>Marcy L. Reed</b>  <b>Age:</b> 59  <b>Director Class:</b> II  <b>Director Since:</b> 2021</p> <p><b>Committees:</b>  Audit  Environmental, Health, and Safety</p>	<p>Ms. Reed retired in 2021 after more than 30 years with National Grid, an investor owned public utility providing New York, Rhode Island and Massachusetts with natural gas and electricity for homes and businesses. Prior to her retirement, she served for the past decade as President of National Grid Massachusetts and Executive Vice President U.S. Energy Policy and Social Impact. She has been a certified public accountant since 1988. A frequent speaker on topics of leadership, energy policy, innovation, and the evolving energy paradigm, she has been recognized with numerous leadership and philanthropic awards, including being named three times as one of Boston’s Top 100 Leaders. In February 2022, Ms. Reed joined the board of Edison International, the parent company of Southern California Edison. She serves as an independent director for Blue Cross Blue Shield of Massachusetts and is on the board of Northeastern University, chairing the audit committees of both entities. She also is a board member of Qualus, a private equity-backed electric power engineering company. Ms. Reed previously served as board chair of The Partnership, Inc., an organization working to build racially diverse leadership pipelines. She earned an AB in Economics from Dartmouth College and an MS in Accounting from Northeastern University, and holds Executive Education Certificates from the Wharton School of the University of Pennsylvania and INSEAD.</p> <p><b>Skills and Qualifications</b></p> <p>Ms. Reed brings to the Board her considerate experience in the energy industry, accounting, and regulatory matters. She is qualified as an “audit committee financial expert” under Regulation S-K under the Securities Exchange Act of 1934.</p>
<p><b>Thomas J. Shields</b>  <b>Age:</b> 75  <b>Director Class:</b> I  <b>Director Since:</b> 1999</p> <p><b>Committees:</b>  Audit  Compensation (Chair)</p>	<p>Mr. Shields is a former Managing Director of and current Senior Advisor to Shields &amp; Company, Inc., a private investment banking firm that he co-founded in 1991. He has served in the past on the boards of several public and private companies and now serves as a director and chairman of the audit committee of Jones &amp; Vining, Inc., a private company. Mr. Shields is a graduate of Harvard College and Harvard Business School, and formerly served on Harvard University's Advisory Committee for Shareholder Responsibility. He currently serves on the Board of New England Wildlife Center.</p> <p><b>Skills and Qualifications:</b></p> <p>Mr. Shields brings to the Board his considerable knowledge and experience in financial and investment banking matters. He is qualified as an “audit committee financial expert” under Regulation S-K under the Securities Exchange Act of 1934.</p>
<p><b>John R. Welch</b>  <b>Age:</b> 65  <b>Director Class:</b> I  <b>Director Since:</b> 2014</p> <p><b>Committees:</b>  Audit  Corporate Governance (Chair)</p>	<p>Mr. Welch retired as a Senior Partner from McKinsey &amp; Company, an international consulting firm, in 2015 after 30 years, and is now a Senior Partner Emeritus. While at McKinsey, he served clients across a variety of industries, served as the Managing Partner of McKinsey’s New England Practice from 2007 to 2012, and led the Firm's Strategy Practice from 2001 to 2005. Prior to joining McKinsey, Mr. Welch was a project engineer with Hooker Chemical and with Caltex Petroleum, and worked in the Municipal Lending Group at Bank of America. Mr. Welch is currently an Executive Partner at Bridge Growth Partners, LLC, a private equity firm, and sits on the board of Finalsite, a private software company. He holds an MBA from the University of Chicago, and BS and MS degrees in chemical engineering from Cornell University.</p> <p><b>Skills and Qualifications:</b></p> <p>Mr. Welch brings to the Board his considerable experience in business consulting, operations, and finance.</p>

Election of each of the three Class III directors standing for re-election will require the affirmative vote of the holders of a majority of the total shares of common stock cast on such election at the annual meeting. Unless otherwise specified therein, shares represented by the accompanying form of proxy will be voted to elect Ms. Robertson, Ms. States, and Mr. Willett as Class III directors of the Company for a three-year term, until the 2025 annual meeting of shareholders and until their respective successors shall be duly elected. In the event that any of the nominees is unable to stand for election (which is not now contemplated), the holders of the accompanying form of proxy will vote for the election of a nominee(s) acceptable to the remaining members of the Board of Directors. The Board recommends shareholders vote “FOR” the election of Ms. Robertson, Ms. States, and Mr. Willett as Class III directors.

## DIRECTOR COMPENSATION

During 2021, the Company paid an annual cash retainer fee of \$70,000 to each non-employee director, plus \$24,000 for serving as the Chair of the Audit Committee, \$15,000 for serving as the Chair of the Compensation Committee, \$12,000 for serving as the Chair of the Corporate Governance Committee or the Environmental, Health and Safety Committee, and \$65,000 for serving as the Lead Director. Directors are not paid for attendance at meetings, but they are reimbursed for expenses they incur in connection with service on the Board and its committees. The Company does not provide any pension, deferred compensation, or charitable award programs to any of its directors.

In addition to the cash compensation described above, immediately following the 2021 annual meeting of shareholders, each non-employee director either elected at the annual meeting or then continuing to serve as a director received such number of restricted shares of the Company's common stock as had a market value of approximately \$140,000 on the date of such meeting, resulting in a grant of 1,513 restricted shares to each non-employee director serving as of that date under the Company's 2020 Stock Incentive Plan. In connection with her appointment on September 8, 2021, as an additional non-employee director, on October 1, 2021, Marcy L. Reed received 1,038 restricted shares of the Company's common stock which then had a market value of approximately \$111,500.

Effective January 1, 2022, each non-employee director serving as of that date also received a grant of 257 additional restricted shares of the Company's common stock which then had a market value of approximately \$25,000 and prospectively will be paid an annual cash retainer fee of \$81,000 starting in 2022. These increases in the director compensation were based on a recent study by CFS Consulting which the Board had received regarding compensation paid by comparable companies to their non-employee directors.

All of the restricted shares granted to the non-employee directors immediately following the 2021 annual meeting, in connection with Ms. Reed's appointment as an additional director, or pursuant to the grant of additional restricted shares effective January 1, 2022, will vest at the start of the 2022 annual meeting of shareholders provided such directors continue to serve as directors through such date.

Name	Fees Earned	Stock Awards <sup>(1)</sup>	Option Awards <sup>(2)</sup>	All Other Compensation	Total
Eugene Banucci	\$ 135,000	\$ 165,030	\$ —	\$ —	\$ 300,030
Edward G. Galante	82,000	165,030	—	—	247,030
Rod Marlin <sup>(4)</sup>	41,222	—	—	—	41,222
John T. Preston	70,000	165,030	—	—	235,030
Marcy L. Reed <sup>(3)</sup>	10,306	136,523	—	—	146,829
Andrea Robertson	94,000	165,030	—	—	259,030
Thomas J. Shields	85,000	165,030	—	—	250,030
Lauren C. States	70,000	165,030	—	—	235,030
John R. Welch	82,000	165,030	—	—	247,030
Robert J. Willett	70,000	165,030	—	—	235,030

(1) The fair value of stock awards is calculated based on the value of the awards on the respective dates of grant using the closing price of the Company's common stock on such date. Effective January 1, 2022 each non-employee director serving as of that date also received a grant of 257 unvested restricted shares. This grant is included in the values shown in the table. As of December 31, 2021, each non-employee director serving as of that date, other than Ms. Reed, held 1,513 unvested restricted shares and Ms. Reed held 1,038 unvested restricted shares.

(2) None of the non-employee directors were granted any stock options during 2021, nor do they currently hold any stock options.

(3) Marcy L. Reed was appointed to the Board as an additional director on September 8, 2021.

(4) Rod Marlin served through the 2021 Annual Meeting on June 2, 2021.

## EXECUTIVE OFFICERS

The Company's current executive officers and their respective ages as of February 28, 2022, are as follows:

Name	Age	Position
Alan S. McKim	67	Chairman of the Board of Directors, President and Chief Executive Officer
Michael L. Battles	53	Executive Vice President and Chief Financial Officer
George L. Curtis	63	Executive Vice President, Pricing and Proposals*
Eric J. Dugas	43	Senior Vice President, Finance and Chief Accounting Officer
Sharon Gabriel	46	Executive Vice President and Chief Information Officer*
Eric W. Gerstenberg	53	Chief Operating Officer*
Melkeya McDuffie	48	Executive Vice President and Chief Human Resources Officer*
Robert Speights	52	President, Industrial Services*
Michael J. Twohig	59	Executive Vice President and Chief Safety and Risk Management Officer*
Brian P. Weber	54	Executive Vice President, Corporate Planning and Development*

\* Officer of a wholly-owned subsidiary of the parent holding company, Clean Harbors, Inc.

Alan S. McKim founded the Company in 1980 and is Chairman of the Board of Directors, President and Chief Executive Officer. He has been a director of the Company since its formation. Mr. McKim holds an MBA from Northeastern University.

Michael L. Battles is Executive Vice President and Chief Financial Officer. Mr. Battles joined the Company in September 2013 as Senior Vice President, Corporate Controller and Chief Accounting Officer and was appointed as the Company's Chief Financial Officer in January 2016. Mr. Battles previously served in a variety of senior financial positions at PerkinElmer Inc., a global leader in human and environmental health. His roles included financial leadership of the Human Health business, Chief Accounting Officer, and acting Chief Financial Officer. Prior to PerkinElmer, Mr. Battles worked for Deloitte & Touche LLP in the firm's audit function including an assignment in the firm's National Office in accounting research. Mr. Battles is also a member of the board of directors of Casella Waste Systems, Inc. (NASDAQ: CWST), a regional solid waste, recycling, and resource management service company and serves on its audit committee. Mr. Battles holds a BS in Business Administration with a concentration in Accounting from the University of Vermont and is a certified public accountant. He also has a Certificate in Cybersecurity Oversight issued by the National Association of Corporate Directors and Carnegie Mellon University.

George L. Curtis is Executive Vice President, Pricing and Proposals. Mr. Curtis joined the Company in 1980, and has served in a variety of management positions, the most recent of which were Senior Vice President of Pricing and Proposals and Vice President of Marketing. Mr. Curtis holds a BA in Biology from Columbia University and an MBA from Northeastern University.

Eric J. Dugas is Senior Vice President, Finance and Chief Accounting Officer. He was appointed to that position in January 2016. Prior to joining the Company in March 2014 as Director of External Reporting and Technical Accounting, Mr. Dugas spent 13 years with Deloitte & Touche LLP where he was engaged in an assignment in the firm's National Office in accounting research and held several positions of increasing management responsibility. Mr. Dugas holds a BS in Accounting from Boston College and is a certified public accountant. In 2019, he attended and received certification at the Harvard Business School Advanced Management Program (AMP196).

Sharon Gabriel is Executive Vice President and Chief Information Officer. She was appointed to that position in October 2018. She joined Clean Harbors in 2001 and has held a variety of positions of increasing responsibility with the most recent prior position being Senior Vice President of Management Information Systems. Ms. Gabriel is leading the Company's push toward innovative technologies related to artificial intelligence, robotic process automation, and many mobility applications and manages the Company's cybersecurity and cyber incident preparedness and response. She holds a BS in Environmental Science from New England College.

Eric W. Gerstenberg is Chief Operating Officer. He was appointed to that position in January 2015. His focus and responsibilities include sales and operations oversight of Clean Harbors Environmental Services including Technical Services, Field and Emergency Response Services, Industrial Services, Facilities Management, Safety-Kleen Environmental

Services, Transportation, and Regulatory Compliance. Mr. Gerstenberg started with the Company in 1989 in Field Operations. From 1989 to 1997, he held a variety of management positions including General Manager of multiple facilities. From 1997 to 1999, Mr. Gerstenberg was the Vice President of Operations for Pollution Control Industries, a privately-owned environmental services company. Mr. Gerstenberg rejoined the Company in June 1999 as Executive Vice President - Environmental Services and became President, Environmental Services in June 2014. Mr. Gerstenberg holds a BS in Engineering from Syracuse University. In 2017, he attended and received certification at the Harvard Business School Advanced Management Program (AMP193).

Melkeya McDuffie is Executive Vice President and Chief Human Resources Officer. Ms. McDuffie joined the company in February 2022. Ms. McDuffie previously served in a variety of senior Human Resources roles with Waste Management, a national leader in Environmental Services. Most recently, Ms. McDuffie served as Chief Human Resources Officer for The Wallace Foundation, a large private philanthropic organization based out of New York City. Ms. McDuffie holds an MBA from York St. John University. She also received a certification in Labor Relations from Cornell University and a certification in Global Business from Harvard Business School.

Robert Speights is President, Industrial Services. He joined the Company in October 2018, as Chief Sales Officer, following a lengthy career in a variety of executive sales and operations roles and became President, Industrial Services in early 2021. Prior to joining the Company, he was most recently with Aegion Corporation as Senior Vice President and Chief Sales Officer where he implemented strategic long-term growth plans for its 12 companies that accounted for more than \$1.4 billion in revenue. Previously, he was Senior Vice President Business Development, Marketing, and Strategy for Safety Services at Transfield Services with revenues of \$5.4 billion. Prior to Transfield, he held a variety of sales, business development and operations roles over a 20-year span at several industrial companies. He attended the University of Southern Mississippi and Pearl River College.

Michael J. Twohig is Executive Vice President and Chief Safety and Risk Management Officer. Mr. Twohig joined the Company in 1999 and has served in a variety of management positions, the most recent of which, prior to his current role, was Executive Vice President and Chief Administrative Officer. From 1996 to 1999 he served as Vice President of Business Operations for Internet Commerce Expo, an International Data Group company. Prior to that he was the Controller for Tocco Corporation, a building systems company. Mr. Twohig holds a BS in Accounting from Boston College and an MBA from Rivier College.

Brian P. Weber is Executive Vice President, Corporate Planning and Development. Mr. Weber joined the Company in 1990. He has served in a variety of management positions with the Company including, prior to his current position, Senior Vice President of Transportation, Vice President of Strategic Initiatives, Vice President of Central Services, and Vice President, Technical Services. Mr. Weber holds a BS in Business Management from Westfield State College.

#### **RELATED PARTY TRANSACTIONS**

The Board of Directors has adopted a written Related Party Transactions Policy for the review and approval or ratification of related party transactions. That policy generally defines related party transactions as current or proposed transactions in excess of \$120,000 in which (a) the Company is a participant and (b) any director, executive officer or immediate family member of any director or executive officer has a direct or indirect material interest. All executive officers and directors are required to notify the General Counsel of the Company as soon as practicable of any proposed transaction that they or their immediate family members are considering entering into that involves the Company. The General Counsel will determine whether potential transactions or relationships constitute related party transactions that must be referred to the Audit Committee. Any member of the Audit Committee who has an interest in a transaction presented for consideration will abstain from voting on the related party transaction.

Under the written charter of the Audit Committee of the Company's Board of Directors, the Audit Committee reviews and, if the Audit Committee deems appropriate, approves all related party transactions which are required to be disclosed in the Company's filings with the Securities and Exchange Commission, and the Company's Board of Directors has appointed the Audit Committee to be responsible for overseeing the Related Party Transactions Policy. The Audit Committee is composed solely of directors who satisfy the independence requirements of the New York Stock Exchange for membership on such committee.

Under the Related Party Transaction Policy, the Audit Committee reviews a detailed description of each proposed related party transaction and, in deciding whether or not to approve that transaction, considers, among other factors it deems appropriate, (i) whether the related party transaction was undertaken in the ordinary course of business of the Company, (ii) whether the related party transaction was initiated by the Company or a Company subsidiary or the related party, (iii) whether the transaction with the related party is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party, (iv) the purpose of, and the potential benefits to the Company of, the related party transaction, (v) the approximate dollar value of the amount involved in the related party transaction, particularly as it relates to the related party, (vi) the related party's interest in the related party transaction and (vii) any other information regarding the related party transaction or the related party that would be material to investors in light of the circumstances of the particular transaction.

The Related Party Transaction Policy provides that certain types of Related Party Transactions shall be deemed to be pre-approved or ratified, as applicable, by the Audit Committee, even if the aggregate amount involved will exceed \$120,000, unless specifically determined otherwise by the Audit Committee. Those types of Related Party Transactions include (a) executive officer compensation and benefit arrangements; (b) director compensation arrangements; (c) any transaction between the Company and any entity in which a related party has a relationship solely as an employee (other than an executive officer), director, or less than 10% equity interest, or if the aggregate amount involved in the transaction does not exceed the greater of \$1,000,000 or two percent of the other entity's consolidated gross revenues; (d) any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a related party's only relation is as an employee (other than an executive officer), if the aggregate amount involved does not exceed the greater of \$1,000,000 or two percent of the charitable organization's total revenues; (e) any transaction where all of the Company's shareholders receive proportional benefits; (f) any transaction where the rates or charges involved are determined by competitive bids; (g) any transaction involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; (h) certain banking-related services; and (i) any indemnification and advancement of expenses made pursuant to the Company's Articles of Organization or By-Laws or pursuant to any agreement. In connection with each regularly scheduled meeting of the Audit Committee, a summary of each new Related Party Transaction deemed pre-approved pursuant to this paragraph shall be provided to the Audit Committee for its review.

During the fiscal year from January 1 to December 31, 2021, the Company paid compensation of approximately \$1,149,000 to William McKim (the son of Alan S. McKim, the Company's Chief Executive Officer) for his employment by a subsidiary of the Company (of which William is an Executive Vice President), including cash and equity awards granted during 2021. This transaction occurred in the Company's normal course of operations at a rate comparable to those which would have been obtainable from unaffiliated third parties. Such transaction involved executive compensation subject to the standing pre-approval for certain transactions under the Board's Related Party Policy discussed above.

Except as described above, there have been no other related party transactions required to be disclosed under Item 404(a) of Regulation S-K during the past fiscal year.

#### **ADVISORY VOTE ON EXECUTIVE COMPENSATION (Item 2 on Proxy Form)**

The Company's Board of Directors is seeking an advisory vote from the Company's shareholders to approve the compensation of the Company's Named Executive Officers, as described in "Compensation Discussion and Analysis" below in this proxy statement, the "Executive Compensation Tables" and other executive compensation disclosures in this proxy statement. Acting in response to the advisory vote taken by the Company's shareholders at the 2017 annual meeting, the Company's Board of Directors has continued to hold such a "say-on-pay" advisory vote on an annual basis.

As discussed under "Compensation Discussion and Analysis" in this proxy statement, the Board's Compensation Committee, with assistance from its independent consultant, has structured the Company's compensation programs to emphasize pay for performance. The compensation opportunities provided to the Company's Named Executive Officers, as well as the Company's other executives, are highly dependent on the Company's and the individual's performance, which in turn drives the enhancement of shareholder value. The Compensation Committee will continue to emphasize responsible compensation arrangements designed to attract, motivate, reward, and retain executive talent required to achieve the Company's corporate objectives and to align with the interests of the Company's long-term shareholders.

Shareholders have the opportunity to vote for or against or to abstain from voting on the following non-binding resolution relating to executive compensation:

“Resolved, that the shareholders approve the compensation of the named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the compensation discussion and analysis, the executive compensation tables, and other executive compensation disclosures in this proxy statement.”

In deciding how to vote on this proposal, shareholders are encouraged to consider the description of the Compensation Committee's executive compensation philosophy and its decisions in “Compensation Discussion and Analysis,” as well as the following items:

- All members of the Compensation Committee are independent directors. The Compensation Committee has established a thorough process for the review and approval of compensation program designs, practices, and amounts awarded to the Company's executive officers. The Compensation Committee has engaged and received advice from CFS Consulting, Inc., an independent third-party compensation consulting firm which has not provided other services to the Company. The Compensation Committee and that consultant selected a peer group of companies to compare to the Company's executive officers' compensation, taking into account the compensation consultant's recommendations.
- The Compensation Committee has established an executive compensation program that attracts and retains talented executives and aligns executive performance with the creation of shareholder value.
- All equity incentives and substantially all cash bonuses granted to the Company's executive officers and other senior managers, for the past eight years, have been made exclusively in accordance with the terms of plans approved by the Company's shareholders, and the Company has not granted any stock options to any of its executive officers and other senior managers in more than ten years.
- The Compensation Committee believes in pay-for-performance. Cash bonuses and a majority of long-term equity incentives are linked directly to key performance metrics. Performance-based restricted shares awarded to the Named Executive Officers become vested only if performance is achieved and such shares will not become vested simply with the passage of time.
- The Compensation Committee's actions reflect its pay-for-performance philosophy. In March 2022, in light of the Company's strong performance in 2021, the Compensation Committee awarded cash bonuses for 2021 equal to 80% of the respective maximum total potential cash bonuses for the CEO and other Named Executive Officers, which the Compensation Committee had authorized in the first quarter of 2021 under the Company's cash incentive plans aligned with the Company-wide performance criteria. However, because the 2021 goal for health and safety, as measured by total reportable incidence rate (“TRIR”) was not satisfied, the portion of potential cash bonuses dependent on that metric were not paid. Furthermore, based on the Company's strong performance during 2021, all of the performance-based restricted shares which the Compensation Committee had granted to the CEO and the other NEOs under the Company's 2021/2022 Long-Term Equity Incentive Plan (“LTEIP”) will (subject to continued employment) become vested over the respective vesting periods specified in the respective awards.
- Other than the Key Employee Retention Plan, the Company has not entered into employment agreements with its CEO or most of its other executive officers.
- Tax gross-ups are not provided to any executive officers.
- Under the Company's Key Employee Retention Plan, the CEO has no right to severance payments upon a change-in-control of the Company and each of the other Named Executive Officers would be entitled to receive such payments only on a “double trigger” basis (which requires that an actual loss of employment or significant change of position occur as a result of the change of control). Under the Company's 2020 Stock Incentive Plan, vesting or exercisability of restricted stock or other equity awards will accelerate in connection with a change-in-control of the Company only if the Named Executive Officer's employment is involuntarily terminated within 24 months following the change-in-control or, if the change-in-control occurs in connection with an acquisition of the Company, the acquirer of the Company is unwilling to assume or issue substantially

equivalent awards in substitution for outstanding awards. Furthermore, those awards define “change-in-control” to require an actual change in ownership of at least 50% of the Company's outstanding shares or of a majority of the Company's Board of Directors.

- The Company has significant stock ownership guidelines for directors and executive officers.
- The Compensation Committee values the shareholders’ opinions on executive compensation matters and has taken and will take the results of this advisory vote, as well as other advice received from shareholders, into consideration when making decisions regarding the Company’s executive compensation programs. In particular, the Compensation Committee made the following changes to executive compensation for 2021 in response to advice received from certain major shareholders, namely (i) aligning Company performance goals for short-term cash bonuses to tactical metrics (e.g., Revenue, Adjusted EBITDA, Adjusted Free Cash Flow and TRIR), (ii) aligning Company performance goals for long-term performance-based restricted shares to strategic metrics (e.g., Adjusted EBITDA Margin and Adjusted Return on Invested Capital), (iii) eliminating overlap between short-term and long-term compensation performance for the CEO and the other Named Executive Officers, and (iv) extending the future employment vesting requirement for long-term performance-based restricted shares to such senior executives under the Company’s 2021/2022 Long-Term Equity Incentive Program to five years. The Compensation Committee believes these changes further enhance the "pay-for-performance" objectives of our executive compensation.

**The foregoing advisory resolution on approval of executive compensation will require the affirmative vote of the holders of a majority of the shares represented at the meeting and voted on such proposal. Unless otherwise specified therein, shares represented by the accompanying form of proxy will be voted at the meeting in favor of such proposal. The Board of Directors recommends that shareholders vote “FOR” such advisory proposal.**



## COMPENSATION DISCUSSION AND ANALYSIS

### Executive Summary

This Compensation Discussion and Analysis is intended to provide context for the decisions underlying the compensation reported in the Summary Compensation Table below for the Company's "Named Executive Officers" who are also sometimes referred to as the "NEOs." For 2021, the Company's Named Executive Officers consisted of Alan S. McKim, the Chief Executive Officer (the "CEO"), Michael L. Battles, the Chief Financial Officer (the "CFO"), and the three other executive officers who were employed by the Company at the end of 2021 and had the highest total compensation for 2021. For 2021, those three other Named Executive Officers were Eric W. Gerstenberg, Chief Operating Officer, Brian P. Weber, Executive Vice President, Corporate Planning and Development, and Robert Speights, President, Industrial Services. This Compensation Discussion and Analysis addresses the Company and individual performance goals for senior executive officers, including the Named Executive Officers. Those goals are disclosed in the limited context of the Company's executive compensation programs and investors should not interpret them as statements of the Company's expectations or as any form of guidance.

The Company's executive compensation programs are designed to attract and retain talented executives and align executive performance with the creation of shareholder value. The Compensation Committee of the Company's Board of Directors (the "Committee"), which during 2021 consisted of the five independent directors named below (with Mr. Willett joining the Committee in September of 2021), believes in pay-for-performance. The Committee designs the Company's compensation programs targeting that at least 70% of the CEO's and the other Named Executive Officers' total potential compensation is at risk.

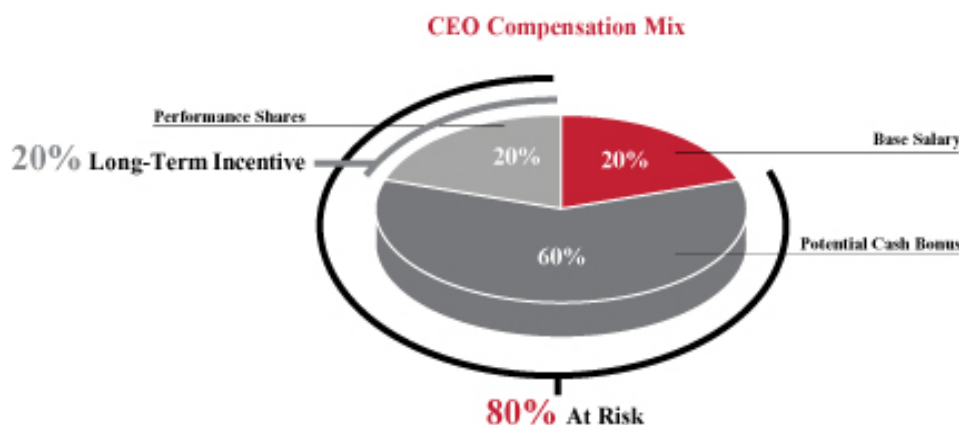
The portion of total potential compensation which is at risk consists of (i) cash bonuses which will become payable, and performance-based restricted shares which will vest, only if certain objective goals set by the Committee for performance by the Company or for specific executive officers are satisfied, and (ii) an amount of time-vesting shares whose attainment is dependent upon continued employment of the recipient over the vesting period and whose ultimate value to the employee upon vesting is dependent upon the market price performance of the Company's common stock over the vesting period. The portion of total potential compensation which is not at risk consists of (i) base salaries comparable to those offered by other companies with which the Company competes for executive talent, and (ii) benefits consistent with those available to the Company's other employees. The Committee has not granted stock options to any of its executive officers in more than ten years.

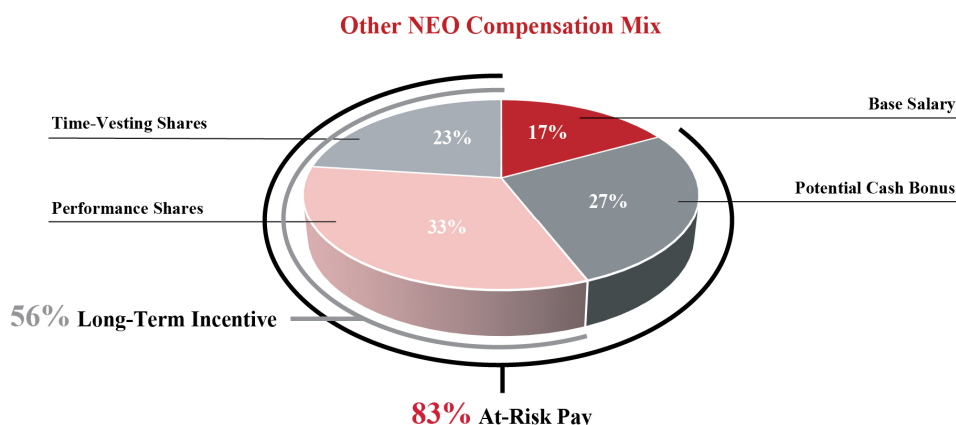
In designing the total potential compensation for Alan McKim, the Company's CEO, the Committee has also taken into consideration that Mr. McKim is the Company's founder and largest individual shareholder and therefore his interests are significantly aligned with those of the other shareholders.

Pursuant to its commitment to pay-for-performance, the Committee has implemented the following compensation related practices as in effect for 2021:

What We Do	What We Don't Do
✓ We target at least 70% of the CEO's and other NEOs' total potential compensation to be at risk.	✗ We haven't issued stock options in more than 10 years.
✓ We emphasize long-term performance through at least 20% of the CEO's and, in most years, 30% of the other NEOs' total potential compensation consisting of restricted share awards.	✗ We have no term employment contracts with any executive officers.
✓ The CEO only receives performance shares, rather than time-vesting shares.	✗ We don't provide perquisites for executive officers in excess of what is available to all employees.
✓ During the past eight years, all grants of equity incentives and substantially all cash bonuses to the Company's executive officers and other senior managers have been made exclusively in accordance with the terms of plans approved by the Company's shareholders.	✗ We don't provide tax gross-ups.
✓ We disallow severance payments to the CEO and require a double-trigger for any potential severance payments to the other NEOs upon a change of control and, to the extent restricted shares may vest upon a change of control, and to the extent restricted shares may vest upon a change of control, no vesting unless such change of control actually occurs.	✗ We don't allow short sales or derivative transactions in Company stock, including hedges.
✓ We maintain competitive compensation packages compared to peer group of companies.	✗ We don't pay dividends on unvested restricted shares.
✓ We require significant Company stock ownership for executive officers and directors.	✗ We don't guarantee salary increases or bonuses.
✓ We will clawback cash bonuses upon certain restatements of the Company's financial statements.	✗ We don't pay long-term incentive compensation in cash.
✓ We have caps on cash bonuses for the CEO and other NEOs.	

As illustrated in the tables below, 80% of the CEO's and 83% of the other Named Executive Officers' total potential compensation for 2021 was at risk and 20% of the CEO's and 56% for the other Named Executive Officers' total compensation was long-term in nature based on the future vesting periods. The tables are based on the following: 2021 base salaries, as discussed on page 26; the maximum payout of performance-based cash bonuses approved by the Committee for 2021, as discussed starting on page 26; and the full grant date fair value of performance-based and time-vesting restricted shares granted by the Committee in 2021, as discussed starting on page 28.





In establishing the goals for performance-based cash bonuses and performance-based restricted share awards, the Committee has set those goals at levels the Committee believes are sufficiently difficult to achieve in order to provide a significant incentive for participants to improve the Company's performance. The Committee has also obtained advice concerning the structuring of the Company's executive compensation plans from CFS Consulting, Inc., a firm specializing in the development and implementation of executive compensation systems.

### 2021 Results Affecting Executive Compensation

During 2021, the Company's operating results improved from 2020, which had been significantly impacted by the COVID-19 pandemic. That pandemic, in particular, caused an overall slowdown in economic activity during 2020, including closures at some customer sites and significantly less demand for oil and automotive related products and services as a result of reduced automotive travel. Although these conditions continued at a reduced extent into 2021, economic conditions generally improved over the year.

Some of the key factors which related to performance-based compensation for 2021 were as follows:

- The Company's total revenue for 2021 increased 21.1% to \$3.806 billion, compared with \$3.144 billion for 2020.
- The Company's "Adjusted EBITDA" for 2021 increased 17.9% to \$676.6 million, compared with \$573.8 million for 2020. Adjusted EBITDA is reported and reconciled to the Company's net income on page 37 of the Company's Annual Report on Form 10-K for the year ended December 31, 2021 which accompanies this proxy statement. For 2021 and 2020, Adjusted EBITDA consisted of net income, as determined in accordance with generally accepted accounting principles ("GAAP"), plus accretion of environmental liabilities, stock-based compensation, depreciation and amortization, net interest expense, loss on early extinguishment of debt, loss (gain) on sale of businesses, and provision for income taxes, but excluding other gains, losses and non-cash charges not deemed representative of fundamental segment results and other expense (income), net.
- The Company's "Adjusted Free Cash Flow" ("Adjusted FCF") increased 23.1% to \$326.3 million for 2021, compared to \$265.0 million for 2020. Adjusted FCF for 2021 and 2020 is reported and reconciled to the Company's net cash from operating activities on page 39 of the Company's Annual Report on Form 10-K. Adjusted FCF consists of the Company's cash flow from operations, excluding cash impacts of items derived from non-operating activities (such as taxes paid in connection with divestitures), less additions to property, plant and equipment plus proceeds from sales of fixed assets.
- The Company's "Adjusted Return on Invested Capital" ("Adjusted ROIC") for 2021 was 10.7%, compared to 8.8% for 2020. Adjusted ROIC is calculated in the following manner: Adjusted EBITDA (as defined above) less (i) depreciation expense and (ii) an assumed income tax expense calculated using a blended statutory rate and applied to

Adjusted EBITDA less depreciation. This resulting return measure is then divided by the sum of the average stockholders' equity and debt obligation balances for the year, less average excess cash.

$$\frac{\text{Adjusted EBITDA} - \text{Depreciation Expense} - \text{Income Tax Expense}}{\text{Average Stockholders' Equity} + \text{Average Debt Obligations} - \text{Excess Cash}}$$

In calculating the return metric shown, amortization expense associated with the Company's intangible assets is excluded from depreciation expense in the numerator and the liabilities associated with finance leases are included in the Average Debt Obligations in the denominator. The assumed blended statutory tax rate utilized was 30%. Excess cash is considered amounts of cash and short-term marketable securities held by the Company in excess of \$100 million.

- The Company's health and safety compliance performance, as measured by the total recordable incident rate ("TRIR"), was 1.12 for 2021, compared with 1.15 for 2020.

The Committee established the performance goals for 2021 under the Company's executive compensation plans in March of 2021 using inputs from the 2021 budget, which had been approved by the Board in December 2020, and performance expectations of the Company's management for 2021. However, on October 8, 2021, the Company acquired HydroChemPSC ("HPC") for a purchase price of \$1.2 billion and, consistent with past practice for years in which significant acquisitions have occurred, in December 2021, the Committee decided to exclude the contributions of HPC for purposes of determining the amount of the cash bonuses payable for 2021 and the extent to which the vesting requirements for restricted shares granted under the LTEIP had been satisfied based on the Company's 2021 performance. The 2021 results, as adjusted for HPC for purposes of determining the overall bonus and LTEIP achievement, are discussed later in the specific areas within this Compensation Discussion and Analysis.

Based upon the adjusted results for 2021, in March 2022, for cash bonuses dependent upon the results of the Company, the Committee awarded 2021 cash bonuses to the CEO and the other Named Executive Officers of 80% of their respective maximum cash bonus potential. Furthermore, because the Company's Adjusted EBITDA Margin and Adjusted FCF for 2021, excluding the HPC operations as discussed above, satisfied the respective target levels which the Committee had established in March 2021 under the Company's stock incentive plan, all of the annual performance awards granted to the CEO and NEOs in 2021 under the Company's stock incentive plan also will vest (subject to continued employment) in the future based on the Company's performance in 2021.

### **Role of the Compensation Committee**

The Committee currently consists of five independent directors. The Committee's major responsibilities are to recommend to the Company's Board of Directors the base salary for the Company's CEO, which base salary is then set by all the independent directors, review and approve the base salaries for the other senior executive officers, administer the Company's senior management incentive cash bonus and equity incentive plans, review and approve the Company's other senior management compensation policies. As part of such responsibilities, the Committee administered during 2021 the Company's CEO annual incentive bonus plan, management incentive plan, and equity incentive plans described below.

Near the beginning of each fiscal year, the Committee works with the Company's CEO, CFO, and Chief Human Resources Officer to establish criteria and performance goals for awards under the cash incentive bonus and equity incentive plans. The Company wide goals are linked to that fiscal year's budget which was approved by the Board the previous December. Over the course of the year, the Committee determines whether any modifications to such goals are appropriate to adjust for extraordinary events such as a major acquisition, divestiture, or a change in GAAP. Following the end of each year, the Committee determines the extent (if any) to which the performance goals for the year were achieved, the amount (if any) of cash bonuses which the Company will pay to the CEO and other executive officers for that year, and the number (if any) of performance-based restricted shares which are to vest, subject to continued future employment, based on the Company's performance during the year. The Committee also considers proposals from the CEO and Chief Human Resources Officer in connection with determination of compensation for senior executive officers.

Since December 2016, the Committee has delegated to Alan S. McKim, the Company's CEO, authority to issue up to a total of 100,000 performance-based restricted shares and 100,000 time-vesting restricted shares each year under the Company's stock incentive plans, provided that no one individual may receive more than 3,000 performance-based restricted shares or 3,000 time-vesting restricted shares and no grants (without specific Committee approval) may be made to any

Named Executive Officer or other senior executive who reports directly to the CEO. All other cash bonuses and equity incentive awards for the CEO and other senior executive officers are granted by the Committee.

### **Consideration of Recent Shareholder Input**

Our Company is committed to shareholder engagement and we value shareholder input, including the advisory proposal to approve executive compensation, as well as other advice on compensation matters periodically received from shareholders. At the Company's annual meeting of shareholders held on June 2, 2021, the Company's shareholders approved an advisory proposal to approve the executive compensation paid by the Company to its Named Executive Officers as described in the Company's proxy statement for such annual meeting by a favorable vote of 93.5% of the shares cast on such proposal.

The Committee considered the results of that advisory vote in connection with its determination of compensation for 2021 by continuing the "pay-for-performance" philosophy and objectives used in prior years. In addition and in response to shareholder input during 2020, the Committee made certain changes to executive compensation for 2021, namely (i) aligning Company performance goals for short-term cash bonuses to tactical metrics (e.g. Revenue, Adjusted EBITDA, Adjusted Free Cash Flow, and TRIR), (ii) aligning Company performance goals for long-term performance-based restricted shares to strategic metrics (e.g., Adjusted EBITDA Margin and Adjusted Return on Invested Capital), (iii) eliminating overlap between short-term and long-term compensation performance goals for the CEO and the other Named Executive Officers, and (iv) extending the future employment vesting requirement for long-term performance-based restricted shares granted to such senior executives under the Company's 2021/2022 Long-Term Equity Incentive Program to five years. The Committee believes these changes further enhance the "pay-for-performance" objectives of our executive compensation.

### **Compensation Philosophy and Objectives**

The Committee's fundamental philosophy regarding executive compensation is to (i) offer competitive compensation opportunities in order to attract and retain a talented and motivated work force and (ii) align individual compensation with the goals, values, and priorities of the Company and the interests of its shareholders by making at least 70% of the CEO's and other Named Executive Officers' total potential compensation at risk. Potential compensation for executive officers currently consists of three basic elements: base salary and benefits, performance-based cash bonuses, and awards of long-term equity incentives through restricted shares.

#### *Use of Compensation Consultants*

Under its charter, the Committee has authority to select and retain its own executive compensation consultants, legal counsel and other advisors to assist the Committee in its determinations and, in connection with each such selection and retention, the Committee considers factors that could bear on the independence of each such advisor from the management of the Company. In order to evaluate the competitiveness and appropriateness of the Company's total compensation and mix of compensation for executive officers, the Committee has periodically engaged CFS Consulting, Inc. ("CFS"), a firm specializing in development and implementation of executive compensation systems, to perform market surveys and prepare reports on compensation for executive officers.

CFS most recently performed this analysis and delivered their report dated July 2020 which updated a similar CFS report dated November 2018. For their 2020 report, in addition to evaluation of larger regional and national surveys, CFS compiled a list of 20 peer companies from similar industries and, to the extent practicable, with similar market capitalization and revenues to those of the Company. The companies selected by CFS for purposes of its 2020 report were:

Advanced Drainage Systems, Inc.	Helmerich & Payne, Inc.	Stanley Black & Decker, Inc.
Advanced Disposal Services, Inc.	Heritage-Crystal Clean, Inc.	Stericycle, Inc.
Chemed Corp.	Huntsman Group	Tetra Tech Inc.
Covanta Holding Corp.	KBR, Inc.	US Ecology, Inc.
Darling Ingredients Inc.	Iron Mountain, Inc.	Waste Connections, Inc.
EMCOR Group, Inc.	Quanta Services, Inc.	Waste Management, Inc.
Harsco Corp.	Republic Services, Inc.	

The 2020 CFS report stated that, while the Company's executive pay philosophy seeks to position the Company's total pay (at target) to the observed market median value, the Company's target total pay for 2020 trailed market by more than the typical variance of plus or minus 10% and the Company's actual executive pay for 2019 was more than 20% below market. The report pointed out that the Company's grant of long-term equity incentives (particularly for the CEO) was significantly below market.

The Committee considered that report from CFS for purposes of the Committee's decisions relating to compensation for 2021 as described below in this Compensation Discussion and Analysis. Except as described above, CFS did not provide any services to the Company or any of its affiliates during the three years ended December 31, 2021, and the Committee believes that the work of CFS described above did not result in any conflicts of interest.

### ***Base Salary***

As described above under "Role of the Compensation Committee," on an annual basis, the Committee recommends to the Company's Board of Directors the base salary of the CEO, which base salary is then set by the full Board, and the Committee reviews and approves the base salary of each of the Company's other Named Executive Officers and other senior executives. For 2019, 2020 and 2021, the Committee sought to recommend (for the CEO) and approve (for the other Named Executive Officers) base salaries which were approximately within the middle third of the peer group companies of comparable size to the Company described above.

The Committee recommended that the annual base salary of Mr. McKim, the CEO, be set at \$1,265,000 for each of 2019, 2020, and 2021, and the Company's independent directors approved those recommendations. The Committee approved annual base salaries of the other Named Executive Officers as follows: Michael L. Battles, the Company's Chief Financial Officer, \$540,000 for each of 2019, 2020, and 2021; Eric W. Gerstenberg, the Company's Chief Operating Officer, \$575,000 for 2019 and \$625,000 for each of 2020 and 2021; Brian P. Weber, Executive Vice President - Corporate Planning and Development, \$435,000 for each of 2019 and 2020 and \$478,500 for 2021 (effective February 1, 2021); and Robert Speights, President, Industrial Services, \$420,000 for each of 2019 and 2020 and \$525,000 (effective October 1, 2021) for 2021.

### ***Benefits***

During 2021, the Named Executive Officers and other senior executive officers received the same benefits as other employees of the Company. These benefits consist of medical and dental coverage, paid 70% by the Company and 30% by the employee; participation in the Company's health savings plan, including a Company contribution; life insurance equal to one times base salary with a cap of \$1,000,000 (x1 for accidental death); short- and long-term disability insurance; and participation in the Company's 401(k) Plan, including the Company match.

### ***Performance-Based Cash Bonuses***

In 2021, the Company maintained two plans under which the Committee was authorized to grant cash bonuses to the Named Executive Officers and other members of senior management based upon satisfaction of performance goals established by the Committee. The first such plan was the 2019 CEO Annual Incentive Bonus Plan (the "CEO Annual Incentive Bonus Plan"), which was approved by the Company's shareholders at the 2019 annual meeting and would have governed the CEO's annual cash bonus through 2023 had it not been replaced beginning in 2022 as described below.

The second such plan was the Management Incentive Plan, as amended and restated effective as of January 1, 2017 (the "MIP"), which applied to senior executive officers other than the CEO and was approved by the Company's shareholders at the 2017 annual meeting and governed annual cash bonuses through 2021. Under the MIP, the Committee established Company-wide performance goals in the first quarter of each fiscal year and approved the payment of annual cash bonuses ("Annual MIP Bonuses") in the first quarter of the following fiscal year based on the achievement of those performance goals. In addition, certain senior executives were eligible to receive an annual cash bonus ("Supplemental Executive Incentive Program" or "SEIP" Bonuses) based on such individuals achievement of certain specific individual performance goals for the year which were reviewed by the Committee as well. The Committee awarded all cash bonuses to the CEO and substantially all cash bonuses to the other Named Executive Officer for the fiscal year ended December 31, 2021 in accordance with the CEO Annual Incentive Plan and the MIP as then in effect. At the Company's annual meeting held on June 2, 2021, the Company's shareholders approved an Amended and Restated Management Incentive Plan (the "Amended MIP") which became effective on January 1, 2022 and replaced in their entirety the CEO Annual Incentive Plan and the MIP. That replacement occurred primarily because the previous MIP was scheduled to expire under its terms on December 31, 2021 and

there was a desire to combine the principal terms of both the previous MIP and the previous CEO Annual Incentive Plan into the single Amended MIP. All cash bonuses under plans for 2022 and subsequent years will be governed by the terms of the Amended MIP.

In accordance with the Company's two cash bonus plans which were in effect for the fiscal year ended December 31, 2021, on March 10, 2021, the Committee established the Company-wide performance goals described below for potential bonuses to be paid under such plans for 2021.

***Bonus for 2021 under the CEO Annual Incentive Bonus Plan***

On March 10, 2021, the Committee selected revenue, Adjusted EBITDA, Adjusted Free Cash Flow ("FCF") and TRIR (as such terms are defined in "2021 Results Affecting Executive Compensation" above) as the goals for calculating potential bonuses to be paid for 2021 under the CEO Annual Incentive Bonus Plan. The following table describes the Committee's determination on March 10, 2021, of the respective levels of those goals for 2021 and the respective amounts of the bonuses that could potentially become payable at the threshold, midpoint, and maximum levels for each of those goals. The final column presents the Committee's determination on March 10, 2022, of the extent to which each of those goals was achieved during 2021, after adjusting the actual Company performance to factor out the impact of the HPC acquisition, and the related bonus amount payable based on such achievement:

	<b>Threshold</b>	<b>Midpoint</b>	<b>Maximum</b>	<b>Achievement</b>
<b>Revenue</b>				
Goal (\$ millions)	\$3,271	\$3,321	\$3,421	Above Maximum
Potential bonus	\$253,000	\$506,000	\$759,000	\$759,000
<b>Adjusted EBITDA</b>				
Goal (\$ millions)	\$545	\$560	\$595	Above Maximum
Potential bonus	\$506,000	\$1,012,000	\$1,518,000	\$1,518,000
<b>Adjusted FCF</b>				
Goal (\$ millions)	\$220	\$230	\$255	Above Maximum
Potential bonus	\$253,000	\$506,000	\$759,000	\$759,000
<b>TRIR</b>				
Goal	N/A	1.10	1.08	Below Midpoint
Potential bonus	N/A	\$506,000	\$759,000	\$0
<b>Total potential bonus</b>	<b>\$1,012,000</b>	<b>\$2,530,000</b>	<b>\$3,795,000</b>	<b>\$3,036,000</b>

As noted in "2021 Result Affecting Executive Compensation" above, the Company's 2021 total revenue was \$3.806 billion, Adjusted EBITDA was \$676.6 million, and Adjusted FCF was \$326.3 million. Each of these, after excluding the impact of HPC, remained well above the Maximums noted above. The total Company TRIR for 2021 was 1.12, which worsened when excluding HPC's impact on this ratio, leading to achievement below the minimum for a payout.

The Committee believes that the performance goals established under the CEO Annual Incentive Bonus Plan for 2021 were sufficiently difficult to achieve in order to provide a significant incentive for the CEO to improve the Company's performance during that year. The Committee also believes that such goals did not encourage the CEO to cause the Company to take any excessive risks in connection with achieving those goals.

***Bonuses for 2021 under the MIP***

In March 2021, the Company's CEO, based on advice from those senior executive officers and its subsidiaries who report directly to the CEO, selected certain managers, including all of the Named Executive Officers other than the CEO (who did not then participate in the MIP) to participate in the MIP for 2021. The Annual MIP Bonuses, as authorized by the Committee as described below, were generally between 10% and 50% of the base salaries of those managers, depending on the respective levels of management responsibility. There were 59 managers (excluding managers who had left the Company

prior to payment of the Annual MIP Bonuses for 2021) who participated in the 2021 Annual MIP Bonus payout in early 2022. Seven managers, including all the Named Executive Officers other than the CEO, also participated in the SEIP Bonuses paid for 2021 under the MIP.

*Annual MIP Bonuses* - Consistent with the CEO Annual Incentive Bonus Plan discussed above, for 2021 the Committee selected revenue, Adjusted EBITDA, Adjusted FCF, and TRIR as the goals for calculating potential Annual MIP Bonuses with relative weightings of 20%, 40%, 20%, and 20%, respectively. As defined in the MIP, those terms have the meanings described above under “2021 Results Affecting Executive Compensation.” As described in the table below, the Committee also approved a threshold, midpoint, and maximum level for each of the goals.

The following table describes the respective levels of the goals for 2021 and the Committee's determination at its meeting on March 10, 2022 of the extent to which each of those goals was achieved during 2021, after adjusting the actual Company performance to factor out the impact of the HPC acquisition (amounts in millions, except TRIR):

	<b>Threshold</b>	<b>Midpoint</b>	<b>Maximum</b>	<b>Achievement</b>
<b>Revenue</b>				
Goal	\$3,271	\$3,321	\$3,421	Above Maximum
<b>Adjusted EBITDA</b>				
Goal	\$545	\$560	\$590	Above Maximum
<b>Adjusted FCF</b>				
Goal	\$220	\$230	\$255	Above Maximum
<b>TRIR</b>				
Goal	N/A	1.10	1.08	Below Midpoint

As noted in "2021 Result Affecting Executive Compensation" above, the Company's 2021 total revenue was \$3.806 billion, Adjusted EBITDA was \$676.6 million, and Adjusted FCF was \$326.3 million. Each of these, after excluding the impact of HPC, remained well above the Maximums noted above. The total Company TRIR for 2021 was 1.12, which worsened when excluding HPC's impact on this ratio, leading to achievement below the minimum for a payout. Actual 2021 achievement resulted in payouts at 80% of the individuals' respective total maximum Annual MIP Bonuses.

*SEIP Bonuses* - For 2021, each participant in the SEIP had a potential right to receive a bonus (in addition to the Annual MIP Bonus described above) based on satisfaction of certain personal goals approved by the Committee during the first quarter of 2021, provided he or she remained an employee of the Company at the time the bonuses became potentially payable in March 2022. Potential bonuses under the SEIP were between 80% and 100% (depending on the participant) of base salary for each SEIP participant if all personal goals established were fully achieved.

Based on the Company's overall performance during 2021, as described above, and achievement by the SEIP members of certain of their personal goals, on March 10, 2022 the Committee approved a total of \$7.5 million of MIP bonuses for 2021, consisting of \$4.7 million for the Annual MIP Bonuses described above and \$2.8 million based upon achievement of SEIP goals.

The Committee believes that the goals for Company performance and the SEIP personal goals established under the MIP for 2021 were sufficiently difficult to achieve in order to provide a significant incentive for the participants to improve the Company's performance during that year. The Committee also believes that such goals did not encourage any of the participants to cause the Company to take excessive risks in connection with achieving the goals and that, by including targets for health and safety in the overall Annual MIP Bonus goals and the SEIP personal goals of certain of the Named Executive Officers for 2021, the goals were consistent with reducing the Company's overall risks.

#### ***Long-Term Equity Incentives***

The final element of compensation for senior executives is long-term equity incentives designed to align the interests of participants with those of the Company's shareholders and encourage retention of senior executives. Since 2005, the Committee has not provided stock options to any of its executive officers and all of the equity incentives provided have been



in two forms, namely (i) performance-based restricted shares (“performance shares”) which vest (subject to continued employment) only if the Company satisfies certain performance goals established by the Committee prior to the grant date and (ii) time-vesting restricted shares (“time-vesting shares”) which vest only if the recipient remains employed by the Company on certain specified future dates and which therefore serve as a retention incentive as well as increasing the respective ownership interest of the recipients in the Company during such vesting period.

In 2020 and 2021, the Committee granted performance shares as a form of long-term equity incentive to the CEO and certain other senior executives and managers (including the other Named Executive Officers) primarily constituting the Senior Management Leadership Team (the “SMLT”) with performance goals as described below and additional vesting requirements based on continued employment. Grants made prior to December 30, 2020 were made pursuant to the 2020/2021 Long-Term Equity Incentive Program (“LTEIP”) established by the Committee under the Company’s 2020 Stock Incentive Plan, and grants made after June 1, 2021 were made pursuant to the 2021/2022 LTEIP established by the Committee under the Company’s 2020 Stock Incentive Plan.

For performance shares to be awarded under the 2020/2021 LTEIP the Committee established the four performance goals described in the following table based, respectively, on the Company’s revenue, Adjusted EBITDA Margin (namely, Adjusted EBITDA divided by revenue), Adjusted FCF, and TRIR. Each goal under the 2020/2021 LTEIP had a relative weight (indicated in parenthesis) and a target and threshold level (as stated in the table below). For performance shares to be awarded under the 2020/2021 LTEIP to the CEO, the Committee selected only the Adjusted EBITDA Margin and Adjusted FCF performance goals, and therefore those performance goals were weighted 50% each.

	<b>Target</b>	<b>Threshold</b>
Revenue (20%)	\$3.60 billion	\$3.55 billion
Adjusted EBITDA Margin (30%)	16.7%	16.6%
Adjusted FCF (30%)	\$240 million	\$230 million
TRIR (20%)	0.99	1.00

Achievement of each of the performance goals for the 2020/2021 LTEIP described above is determined independently. If the target level for any one or more of the goals was achieved by December 31, 2020, the shares which could potentially vest based on achievement of that goal would (subject to continued employment) vest in two equal installments on March 15, 2021 and December 15, 2021. For any goal for which the target level was not achieved by December 31, 2020 but either the target or threshold level was achieved by December 31, 2021, all (for target) or 50% (for threshold) of the respective number of shares which could potentially vest based on achievement of that goal would (subject to continued employment) vest in three equal installments on each of March 15, 2022, December 15, 2022, and December 15, 2023. If the Company did not achieve at least the threshold level for a particular goal by December 31, 2021, all of the performance shares awarded under the 2020/2021 LTEIP which could potentially vest based on achievement of that goal would be forfeited.

On July 1, 2020, the Committee granted a total of 161,610 performance shares under the 2020/2021 LTEIP, of which 24,118 were granted to Mr. McKim and 137,492 were granted to a total of 111 members of the SMLT. Mr. McKim’s shares were valued at approximately 100% of his base salary for 2020, and, depending upon the level of responsibility of a particular executive within the SMLT, he or she received performance shares valued at between 15% and 75% of his or her base salary for 2020. Each of the Named Executive Officers (other than Mr. McKim) received performance shares then valued at either approximately 80% (Mr. Gerstenberg), 75% (Mr. Battles and Mr. Weber) or 45% (Mr. Speights) of his base salary.

On March 10, 2021, the Committee determined that the Company’s Adjusted EBITDA Margin and Adjusted FCF for 2020 had satisfied the respective performance goals at the target level as described in the table above for the 2020/2021 LTEIP, but that the Company’s revenue and TRIR for 2020 were below the respective target levels for each of those goals. The Committee therefore then determined that all, for the CEO, and 60%, for the SMLT members, of the performance shares granted under the 2020/2021 LTEIP would (subject to continued employment) vest by December 15, 2021 based upon the Company’s performance during 2020. The remaining performance goals (revenue and TRIR) would be eligible for achievement based on the Company’s performance during 2021.

On March 10, 2022, the Committee determined that the Company's revenue for 2021, excluding the impact in the fourth quarter of 2021 which resulted from the acquisition of HPC on October 8, 2021, had satisfied the threshold level for that goal under the 2020/2021 LTEIP described in the table above, and therefore 20% of the performance shares granted under the 2020/2021 LTEIP to the SMLT members would (subject to continued employment) vest in three equal installments on each of March 15, 2022, December 15, 2022, and December 15, 2023. However, because the Committee also determined that the Company's TRIR (also excluding the impact of HPC) for 2021 had not satisfied the threshold level for that goal under the 2020/2021 LTEIP described above, 20% of the performance shares granted under that LTEIP to the SMLT members were forfeited.

On March 10, 2021, the Committee established the two performance goals described in the following table based, respectively, on the Company's Adjusted EBITDA Margin and Adjusted ROIC, which became the 2021/2022 LTEIP granted to key executives including the CEO and all of the other NEOs ("2021/2022 Key Executive LTEIP"). The change from the prior structure of the LTEIP performance goals was to intended to ensure that the performance measures for vesting of performance shares under the 2021/2022 Key Executive LTEIP would be more strategic in nature and not duplicative with the MIP Annual Bonus performance metrics. Each goal under the 2021/2022 Key Executive LTEIP has a 50% weight and a target and threshold level (as stated in the table below):

	<b>Target</b>	<b>Threshold</b>
Adjusted EBITDA Margin	17.2%	17.0%
Adjusted ROIC	9.5%	9.1%

Achievement of each of the performance goals for the 2020/2021 Key Executive LTEIP described above is determined independently. If the target level for any one or more of the goals was achieved by December 31, 2021, the shares which could potentially vest based on achievement of that goal would (subject to continued employment) vest in five equal annual installments beginning on July 1, 2022. For any goal for which the target level was not achieved by December 31, 2021 but either the target or threshold level was achieved by December 31, 2022, all (for target) or 50% (for threshold) of the respective number of shares which could potentially vest based on achievement of that goal would (subject to continued employment) vest in four equal annual installments beginning on July 1, 2023. If the Company did not achieve at least the threshold level for a particular goal by December 31, 2022, all of the performance shares awarded under the 2021/2022 Key Executive LTEIP which could potentially vest based on achievement of that goal would be forfeited.

The Committee also established target and threshold amounts for two additional performance metrics (revenue and TRIR) for the 2021/2022 LTEIP awards to the remaining SMLT (e.g., those who didn't receive performance shares under the 2021/2022 Key Executive LTEIP):

	<b>Target</b>	<b>Threshold</b>
Revenue	\$3.45 billion	\$3.40 billion
TRIR	1.1%	1.1%

The revenue and TRIR metrics were weighted at 20% each and the Adjusted ROIC and Adjusted EBITDA were each weighted at 30%. Achievement of each of the performance goals for the 2021/2022 LTEIP (for those who did not receive performance shares under the 2021/2022 Key Executive LTEIP) would be determined independently. If the target level for any one or more of those goals were achieved by December 31, 2021, the shares which could potentially vest based on achievement of that goal would vest (subject to continued employment) in equal installments on March 15, 2022 and December 15, 2022. For any goal for which the target level was not achieved by December 31, 2021 but either the target or threshold level was achieved by December 31, 2022, all (for target) or 50% (for threshold) of the respective number of shares which could potentially vest (subject to continued employment) based on achievement of that goal would in three equal installments on each of March 15, 2023, December 15, 2023, and December 15, 2024. If the Company did not achieve at least the threshold level for a particular goal by December 31, 2022, all of the performance shares issued under the 2021/2022 LTEIP which could potentially vest based on achievement of that goal would be forfeited.

Effective July 1, 2021, the Committee granted a total of 55,136 performance shares under the 2021/2022 Key Executive LTIEP of which 13,878 were granted to Mr. McKim and 41,258 were granted to nine other key executives,

including the other NEOs. Mr. McKim's shares were valued at approximately 100% of Mr. McKim's base salary for 2021, and the value for the other key executives was valued at between 50% and 130% of his or her base salary for 2021. Each of the Named Executive Officers (other than Mr. McKim) received performance shares then valued at approximately 85% (Mr. Gerstenberg), 130% (Mr. Battles), 120% (Mr. Weber) or 110% (Mr. Speights) of his base salary. In addition, the Committee granted a total of 73,898 performance shares under the 2021/2022 LTEIP to executives who did not participate in the 2021/2022 Key Executive LTEIP which was, depending upon the level of responsibility of a particular executive, he or she received performance shares valued at between 15% and 120% of his or her base salary for 2021. On December 1, 2021, one additional member of the SMLT (not a Named Executive Officer) also received 442 performance shares.

On March 10, 2022, the Committee determined that, after giving effect to factor out the impact of the HPC acquisition, the Company's revenue, Adjusted EBITDA Margin, and Adjusted ROIC for 2021 had satisfied the respective performance goals at the target level as described in the tables above for the 2021/2022 Key Executive LTEIP and 2021/2022 LTEIP, but that the Company's TRIR for 2021 was below the respective target level for such goal. The Committee therefore then determined that all the performance shares granted under the 2021/2022 Key Executive LTEIP, which included the CEO and other Named Executive Officers, would (subject to continued employment) vest over the respective periods described above based upon the Company's performance during 2021. The Committee also determined that 60% of the 2021/2022 LTEIP would (subject to continued employment) vest over the respective periods described above based upon the Company's performance during 2021. Depending upon the Company's performance during 2022, the remaining 20% of the performance shares granted under the 2021/2022 LTEIP which did not and will not vest based on the Company's 2021 performance shares remain subject to potential future vesting or forfeiture.

In addition to performance shares which were subsequently awarded in 2021 under the 2021/2022 Key Executive LTEIP as described below, on April 1, 2021 the Committee also issued Robert Speights, President, Industrial Services, and one of the Named Executive Officers for 2021, a total of 5,897 performance shares under the 2020 Stock Incentive Plan. Such shares would vest (subject to continued employment) in equal annual installments over a three year period commencing on April 1, 2022, based on performance of the Industrial Services business ("IS"). Specifically, if (for 50% of such shares) the 2021 IS revenues exceeded the IS 2021 revenue budget by at least 10% and if (for the other 50%) the 2021 IS Adjusted EBITDA exceeded the IS 2021 Adjusted EBITDA budget by at least 10%. However, the Committee determined at their meeting on March 10, 2022 that the IS revenues and IS Adjusted EBITDA for 2021, excluding HPC, were less than those goals, and all of those 5,897 performance shares awarded to Mr. Speights on April 1, 2021 were therefore forfeited.

In addition to the performance shares described above, the Committee and the CEO (under delegated authority from the Committee as described above) also granted a total of 192,842 time-vesting shares to employees under the Company's 2020 Stock Incentive Plan. These time-vesting shares were granted to a total of 178 employees, with vesting generally over either a three or five-year period and which had market values ranging from \$86.15 to \$115.69 per share on the respective grant dates. These time-vesting shares included both discrete grants (for a total of 111,000 shares) and annual grants (for a total of 81,842 shares) made in accordance with compensation agreements. Of those time-vesting shares, Mr. McKim received no shares, Mr. Battles received 7,962 shares (including a discretionary grant of 5,000 shares), Mr. Gerstenberg received 24,542 shares (including a discretionary grant of 5,000 shares), Mr. Weber received 7,100 shares (including a discretionary grant of 5,000 shares), and Mr. Speights received 1,382 shares. Those discrete grants were primarily made in recognition of the services by certain of those executive officers in connection with the Company's achievement during 2021 of certain major events including, in particular, the successful completion by the Company's acquisition of HPC on October 8, 2021 and the raising of \$1.0 billion of senior secured term loans to finance that acquisition.

### ***Accounting and Tax Considerations***

Section 162(m) of the Internal Revenue Code (the "Code") limits the amount of compensation that may be deducted per "covered employee" to \$1.0 million per taxable year. Following the enactment of the Tax Cuts and Jobs Act on December 22, 2017, beginning with the 2018 calendar year, this \$1.0 million annual deduction limitation applies to all compensation paid to any individual who is the Chief Executive Officer, Chief Financial Officer or one of the other three most highly compensated executive officers for any fiscal year after 2016. There is no longer any exception to this limitation for qualified performance-based compensation (as there was for periods prior to 2018). Thus, compensation deductions for any covered employee are subject to a \$1.0 million annual deduction limitation (other than for certain compensation that satisfies requirements for grandfathering under the 2017 Act). Although the deductibility of compensation is a consideration evaluated by the Committee, the lost deduction on compensation payable in excess of the \$1.0 million limitation for the Named Executive Officers is not considered by the Committee to be materially relative to the benefit of being able to attract, retain,

and incentivize talented management. Accordingly, the Committee continues to retain the discretion to pay compensation that is not deductible.

Section 409A of the Code requires that “deferred compensation” paid by a company to its current or former employees either comply with certain deferral election, payment timing, and other rules or be subject to a 20% additional income tax and interest at a premium rate imposed on the person who is to receive the deferred compensation. The Company believes that if the adverse tax consequences of Section 409A became applicable to the Company’s compensation arrangements, such arrangements would be less efficient and less effective in incentivizing and retaining employees. The Company therefore intends that its compensation arrangements be compliant with or exempt from Section 409A so that its employees will not be subject to additional income taxes imposed by that Section.

### **Stock Ownership Guidelines**

The Board of Directors has established stock ownership guidelines for directors and executive officers. Directors are expected to hold stock valued at five times their annual cash retainers; the CEO is expected to hold stock valued at six times his annual base salary; the Named Executive Officers (other than the CEO) are expected to hold stock valued at three times their annual base salaries; and other executive officers are expected to hold stock valued at two times their annual base salaries. Other than for forfeitures or sales required to pay taxes, no sales of shares may occur during periods when less than the minimum amount of shares are held.

Valuation of share ownership is determined based upon the three-week average price at year end. Restricted shares subject to time vesting and performance shares which have vested (subject to continued employment) based on achievement of performance goals are included within the total shares held for purposes of the ownership requirements, but performance shares for which the performance goals have not yet been achieved are not included. In the event of hardship affecting any director or executive officer, the Committee has authority to waive the stock ownership guidelines to the extent it deems appropriate. If a director or executive officer is in compliance with the minimum amount of shares, a subsequent decline in the market value of the Company’s common stock will not cause noncompliance provided the director or executive officer continues to hold the same number of shares.

As of December 31, 2021, all of the Company’s directors and executive officers were in compliance with the stock ownership guidelines.

### **Policies Prohibiting Hedging and Short Selling**

The Company’s insider trading policy, as currently in effect, prohibits all directors and executive officers (including, among others, the CEO and the other Named Executive Officers) from engaging in any transaction entered into for the purpose of reducing or eliminating the market price or investment risk associated with the ownership of the Company’s securities. No covered person may enter into any transaction to buy or sell any contract or other instrument that derives value from the price of the Company’s securities. These types of transactions are commonly known as “hedging.”

The Company’s insider trading policy also prohibits directors and executive officers from selling the Company’s securities short, which is the practice of selling securities that are not owned by the seller. This prohibition also includes “short sales against the box,” where the seller owns the securities being sold but may not be required to deliver them to the purchaser within a specified time period after the sale if certain market prices for the Company’s securities are not reached.

### **Clawback Policy**

Any cash bonus awarded by the Compensation Committee to any executive officer (as that term is defined in Section 16 of the Securities Exchange Act of 1934, as amended) in any of the Company’s cash incentive or bonus plans is subject to repayment if either (i) the Company’s financial statements are restated and the Committee determines that any misstatement in such financial statements which gave rise to payment of such bonus resulted from such recipient’s gross negligence, intentional misconduct, or fraud or (ii) such recipient causes, in the sole determination of the Committee, material reputational, or economic damage to the Company by reason of such recipient’s violation of any non-competition, non-solicitation, non-disclosure, non-disparagement, or similar obligation or such recipient’s gross negligence or violation of any applicable law.

## **Employment, Termination of Employment, and Change of Control Agreements**

The Company does not typically have term employment agreements with any of its executive officers. However, the Company does provide “change of control” protection under the Company's CEO Annual Incentive Bonus Plan, certain performance and time-vesting restricted share award agreements, and the retention agreements described below granted to some executive officers.

The Company has a Key Employee Retention Plan for certain members of senior management other than the CEO. If designated to participate in the Key Employee Retention Plan, in order to receive severance payments, each such member must sign a severance agreement and a confidentiality and non-competition agreement under which, among other matters, such member agrees not to compete with the Company for a specified period following termination of employment. For termination other than for cause and not related to a Change in Control (as defined in the Key Employee Retention Plan and the severance agreement), the severance agreements provide for payment to the executive of severance equal to base salary for one year (or two years for Mr. Gerstenberg), offset by the amount of earnings from other employment obtained, for various periods of time, typically up to a maximum of one year (two years for Mr. Gerstenberg) after termination of employment. In addition to such severance, continued medical, dental, life insurance, and other benefits, if any, will be payable to the executive as in effect at the time of his termination of employment for a period consistent with the severance term.

Under the Key Employee Retention Plan, in the event of a Change in Control, an executive who participates in the Key Employee Retention Plan will receive the same severance benefits as those described above if either (i) the executive's employment with the Company is terminated for any reason within 30 days after the Change in Control, (ii) the executive does not receive a position equal to the position that the executive held prior to the Change in Control, or (iii) the executive's primary work location is not within 30 miles of such location prior to the Change in Control. If the executive accepts a position with the successor corporation after the Change in Control, and, within two years of the Change in Control, the executive's position changes so as not to be equal to his or her position prior to the Change in Control, then the executive shall be entitled to the same severance benefits.

## **Report of Compensation Committee**

The following independent directors, who constitute the Compensation Committee, have reviewed the foregoing Compensation Discussion and Analysis with the Company's management and recommended that it be included in this proxy statement.

Thomas J. Shields, Chair  
Edward Galante  
John T. Preston  
Andrea Robertson  
Robert J. Willett

## EXECUTIVE COMPENSATION TABLES

### Summary Compensation Table

The following table sets forth compensation information for (i) the Chief Executive Officer, (ii) the Chief Financial Officer, and (iii) the three other most highly compensated executive officers of the Company and its subsidiaries who were employed by the Company at the end of 2021 (such five executives being collectively the “Named Executive Officers”). As described in footnote (1) below, the “Stock Awards” and “Total” columns in the table include amounts related to (i) all time-vesting share awards and (ii) performance-based share awards if, as of the end of the respective grant years shown in the table, the Company’s management believed it was then probable that the performance goals for performance-based shares issued in that year would be achieved even though the Named Executive Officers will not realize any value from performance-based share awards if such performance goals are not achieved. However, awards for which it was determined as of the end of the respective grant year that performance goals were not probable of being achieved (and the grant date value of such awards are therefore excluded from the table) may in fact subsequently vest if such goals are achieved, and the amounts of related compensation then realized may differ materially from the grant date amounts listed in the table and related footnotes. In addition, all time-vesting and performance-based shares are reported in several different tables in this proxy statement, and investors should therefore take care not to “double count” the value of such awards.

Name and Principal Position	Year	Salary	Bonus	Stock Awards <sup>(1)</sup>	Non-Equity Incentive Plan Compensation <sup>(2)</sup>	All Other Compensation <sup>(3)</sup>	Total
Alan S. McKim	2021	\$ 1,265,000	—	\$ 1,293,846	\$ 3,036,000	\$ 17,878	\$ 5,612,724
Chairman of the Board	2020	1,265,000	—	1,406,079	1,138,500	18,953	3,828,532
and Chief Executive Officer	2019	1,265,000	—	328,687	2,511,088	9,124	4,113,899
Michael L. Battles	2021	540,000	\$350,000 <sup>(4)</sup>	1,572,655	734,400	5,082	3,202,137
Executive Vice President	2020	540,000	—	2,009,636	588,600	5,832	3,144,068
and Chief Financial Officer	2019	540,000	—	560,146	551,264	2,635	1,654,045
Eric W. Gerstenberg	2021	625,000	—	2,883,445	943,766	5,187	4,457,398
Executive Vice President	2020	625,000	125,000 <sup>(5)</sup>	2,292,484	681,250	5,927	3,729,661
and Chief Operating Officer	2019	575,000	—	1,692,370	759,000	3,077	3,029,447
Brian P. Weber	2021	474,883	—	1,361,582	567,539	4,263	2,408,267
Executive Vice President,	2020	435,000	—	396,440	474,150	5,538	1,311,128
Corporate Planning and Development	2019	435,000	—	228,309	552,450	2,663	1,218,422
Robert Speights	2021	446,254	—	601,427	606,905	4,326	1,658,912
President, Industrial Services	2020	420,005	—	252,078	340,200	36,529	1,048,812
	2019	408,337	—	453,553	446,720	2,569	1,311,179

- (1) The grant date fair values of restricted stock awards are computed in accordance with the accounting standard for share-based payments. For time-vesting shares, the full grant date fair value is reported in the grant year. For performance-based awards, the value reported in the grant year is the full grant date fair value adjusted for the probability of achievement as of the end of that year. For the 2021 grant of performance-based awards, as of the end of that year management believed that it was then probable that 100% of the performance targets for the annual award would be achieved. Mr. Speights was also granted an award in 2021 specifically related to the performance of the Industrial Services business of the Company, excluding the acquisition of HPC. This award was not probable of vesting as of December 31, 2021 and therefore is excluded from the table above. If the highest level of performance conditions had been achieved during the one-year performance period, the full value of that award would have increased Mr. Speights' 2021 Stock Awards and Total figures in the table above by \$508,027. The Company did not grant any stock options in any of the years shown.
- (2) Non-Equity Incentive Plan Compensation represents annual cash incentive awards pursuant to (i) in the case of Mr. McKim, the CEO Annual Incentive Bonus Plan, or (ii) in the case of the other Named Executive Officers, the Management Incentive Plan (the “MIP”) as described under “Non-Equity Incentive Plan Compensation.” Except for the CEO Annual Incentive Bonus Plan and the MIP, the Company did not have during 2021, 2020, or 2019, any non-equity incentive plan, long-term cash incentive plan, pension plan, or deferred compensation plan under which any of the Named Executive Officers participated.
- (3) All other compensation consists of matching 401(k) Plan contributions, Company contributions to health savings plans and group term life insurance benefits, all of which are also available to all other full-time employees.

(4) In addition to the cash bonus received for 2021 under the MIP as described under "Non-Equity Incentive Plan Compensation," the Compensation Committee awarded a \$350,000 supplemental 2021 cash bonus to Mr. Battles in recognition for his leadership contributions to the Company during an executive transition in Human Resources in late 2021.

(5) In addition to the cash bonus received for 2020 under the MIP as described under "Non-Equity Incentive Plan Compensation," the Compensation Committee awarded a \$125,000 supplemental 2020 cash bonus to Mr. Gerstenberg as recognition for successfully managing the Environmental Services business through the COVID-19 pandemic and taking on additional responsibilities associated with the Safety-Kleen branch business.

#### Grants of Plan-Based Awards

The following table sets forth, for each of the Named Executive Officers, (i) the threshold, midpoint, and maximum potential cash bonuses which the Compensation Committee approved, subject to achievement of certain Company and/or individual performance criteria in 2021 for payment during the first quarter of 2022 under either the CEO Annual Incentive Bonus Plan or the MIP, and (ii) the time-vesting shares and performance-based shares granted during 2021 under the Company's 2020 Stock Incentive Plan. The actual amounts of the cash bonuses which were paid for 2021 under the CEO Annual Incentive Bonus Plan and the MIP, based on the extent of such achievement, to each of the Named Executive Officers are included above in the Summary Compensation Table. During 2021, the only equity awards made to the Named Executive Officers were the time-vesting and performance shares described in the following table, and no stock options, stock appreciation rights, or similar equity awards were issued, repriced, or otherwise modified during 2021.

Name	Grant Date	Potential Cash Bonuses Under CEO Annual Incentive Bonus Plan or MIP <sup>(1)</sup>			Time-Vesting Share Awards		Performance-Based Share Awards	
		Threshold	Midpoint	Maximum	No. Shares	Grant Date Fair Value of Stock Awards <sup>(2)</sup>	No. Shares	Grant Date Fair Value of Stock Awards <sup>(2)</sup>
Alan S. McKim	N/A	\$1,012,000	\$2,530,000	\$3,795,000				
	7/1/2021				—	—	13,878	\$ 1,293,846
Michael L. Battles	N/A	445,500	702,000	810,000				
	7/1/2021				2,962	\$ 276,147	7,702	718,057
	11/1/2021				5,000	578,450	—	—
Eric W. Gerstenberg	N/A	640,625	937,500	1,062,500				
	7/1/2021				19,542	1,821,901	5,828	543,344
	9/1/2021				5,000	518,200	—	—
Brian P. Weber	N/A	391,778	617,348	712,325				
	7/1/2021				2,100	195,783	6,300	587,349
	11/1/2021				5,000	578,450	—	—
Robert Speights	N/A	368,160	580,130	669,381				
	4/1/2021				—	—	5,897	508,027
	7/1/2021				1,382	128,844	5,069	472,583

(1) For bonuses under the MIP, the amounts include both the Annual MIP Bonus and the SEIP Bonus as discussed in "Compensation Discussion and Analysis" above in this proxy statement. SEIP Bonuses are included in all three columns at 100% of potential achievement.

(2) The grant date fair values of restricted stock awards are computed in accordance with the accounting standard for share-based payments. For a description of the assumptions used in determining these values, see Note 16, "Stock-Based Compensation," to the financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

## Outstanding Equity Awards At Fiscal Year-End

The following table sets forth the equity awards held at December 31, 2021 by each of the Named Executive Officers, which then consisted of (i) unvested time-vesting restricted shares, (ii) performance-based restricted shares for which the performance goals had been satisfied but remained unvested based on continued employment requirements, and (iii) performance-based restricted shares for which the performance goals had not yet been satisfied but remained eligible for potential future vesting upon satisfaction of both performance goals and continued employment requirements.

Name	Grant Date	Stock Awards		Equity Incentive Plan Awards	
		Number of Shares or Units of Stock that Have Not Vested	Market value of shares or units of stock that have not vested <sup>(1)</sup>	Number of Unearned Shares, Units or Other Rights That Have Not Vested	Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested <sup>(1)</sup>
Alan S. McKim	7/1/2019	6,338 <sup>(2)</sup>	\$ 632,342	—	\$ —
	7/1/2021	13,878 <sup>(4)</sup>	1,384,608	—	—
Michael L. Battles	7/1/2017	531 <sup>(5)</sup>	52,978	—	—
	8/1/2017	202 <sup>(5)</sup>	20,154	—	—
	7/1/2018	1,630 <sup>(5)</sup>	162,625	—	—
	7/1/2019	3,978 <sup>(5)</sup>	396,885	—	—
	7/1/2019	1,137 <sup>(2)</sup>	113,438	—	—
	9/1/2019	1,000 <sup>(6)</sup>	99,770	—	—
	7/1/2020	16,667 <sup>(6)</sup>	1,662,867	—	—
	7/1/2020	5,147 <sup>(5)</sup>	513,516	—	—
	7/1/2020	1,441 <sup>(3)</sup>	143,769	—	—
	7/1/2021	2,962 <sup>(5)</sup>	295,519	—	—
	7/1/2021	7,702 <sup>(4)</sup>	768,429	—	—
11/1/2021	5,000 <sup>(6)</sup>	498,850	—	—	
Eric W. Gerstenberg	7/1/2017	1,487 <sup>(5)</sup>	148,358	—	—
	7/1/2018	3,307 <sup>(5)</sup>	329,939	—	—
	2/1/2019	6,667 <sup>(6)</sup>	665,167	—	—
	7/1/2019	6,354 <sup>(5)</sup>	633,939	—	—
	7/1/2019	1,295 <sup>(2)</sup>	129,202	—	—
	7/1/2020	22,640 <sup>(7)</sup>	2,258,793	—	—
	7/1/2020	1,788 <sup>(5)</sup>	178,389	—	—
	7/1/2021	19,542 <sup>(7)</sup>	1,949,705	—	—
	7/1/2021	5,828 <sup>(4)</sup>	581,460	—	—
9/1/2021	5,000 <sup>(6)</sup>	498,850	—	—	
Brian P. Weber	7/1/2017	600 <sup>(5)</sup>	59,862	—	—
	7/1/2018	1,334 <sup>(5)</sup>	133,093	—	—
	7/1/2019	2,564 <sup>(5)</sup>	255,810	—	—
	7/1/2019	916 <sup>(2)</sup>	91,389	—	—
	7/1/2020	3,317 <sup>(5)</sup>	330,937	—	—
	7/1/2020	1,161 <sup>(3)</sup>	115,833	—	—
	7/1/2021	2,100 <sup>(5)</sup>	209,517	—	—
	7/1/2021	6,300 <sup>(4)</sup>	628,551	—	—
11/1/2021	5,000 <sup>(6)</sup>	498,850	—	—	



Name	Grant Date	Stock Awards		Equity Incentive Plan Awards	
		Number of Shares or Units of Stock that Have Not Vested	Market value of shares or units of stock that have not vested <sup>(1)</sup>	Number of Unearned Shares, Units or Other Rights That Have Not Vested	Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested <sup>(1)</sup>
Robert Speights	7/1/2019	1,768 <sup>(5)</sup>	176,393	—	—
	7/1/2019	481 <sup>(2)</sup>	47,989	—	—
	8/1/2019	1,334 <sup>(6)</sup>	133,093	—	—
	7/1/2020	2,402 <sup>(5)</sup>	239,648	—	—
	7/1/2020	640 <sup>(3)</sup>	63,853	—	—
	7/1/2021	1,382 <sup>(5)</sup>	137,882	—	—
	7/1/2021	5,069 <sup>(4)</sup>	505,734	—	—

(1) The fair value of the restricted stock is computed using the December 31, 2021 closing stock price of \$99.77.

(2) Represents performance-based awards that vest on December 15, 2022.

(3) Represents performance-based awards that vest ratably on March 15, 2022, December 15, 2022, and December 15, 2023.

(4) Represents performance-based awards that vest ratably on July 1, 2022, July 1, 2023, July 1, 2024, July 1, 2025, and July 1, 2026.

(5) Represents an annual grant of time-vesting shares. Annual grants vest 60% on the third anniversary of the grant date and 20% on each of the fourth and fifth anniversaries of the grant date.

(6) Represents a grant of time-vesting shares vesting ratably on the anniversary of the grant date over three years.

(7) Represents an annual grant of time-vesting shares. Mr. Gerstenberg's annual grants vest ratably on the anniversary of the grant date over three years.

### Option Exercises and Stock Vested

The Company has not granted any stock options to its Named Executive Officers for more than ten years, and no stock options were either exercised during 2021 or held at year-end by any Named Executive Officer. The following table shows for each Named Executive Officer the aggregate number of restricted shares vested during 2021, including time-based shares and any performance-based shares, and the value of those shares upon vesting using the closing price of the Company's common stock on the vesting date. The low and high closing prices of the Company's Common Stock in 2021 were \$74.71 and \$117.15, respectively. The closing price at December 31, 2021 was \$99.77. No stock appreciation rights were exercised during 2021 or held by such individuals at year-end.

Name	Stock Awards	
	Number of Shares Vested	Value Realized on Vesting
Alan S. McKim	40,463	\$ 3,826,824
Michael L. Battles	23,281	2,182,436
Eric W. Gerstenberg	35,445	3,228,344
Brian P. Weber	11,176	1,040,745
Robert Speights	5,855	588,193

### Potential Payments Upon Termination or Change Of Control

The following table sets forth for each of the Named Executive Officers the amounts which would potentially become payable under existing plans and arrangements if the executive's employment had been terminated or a change of

control had occurred on December 31, 2021. These potential payments reflect the executive's level of compensation and term of service as of such date.

Name	Benefit	Before Change in Control Termination w/o Cause or for Good Reason <sup>(2)</sup>	Voluntary Termination	Change in Control <sup>(3)</sup>
Alan S. McKim	Restricted Stock Vesting Acceleration <sup>(1)</sup>	\$ —	\$ —	\$ 2,016,950
	2021 CEO Annual Incentive Bonus Plan	—	—	3,036,000
Michael L. Battles	Restricted Stock Vesting Acceleration <sup>(1)</sup>	—	—	4,728,799
	Key Employee Retention Plan	540,000	—	540,000
Eric W. Gerstenberg	Restricted Stock Vesting Acceleration <sup>(1)</sup>	—	—	7,373,861
	Key Employee Retention Plan	1,250,000	—	1,250,000
Brian P. Weber	Restricted Stock Vesting Acceleration <sup>(1)</sup>	—	—	2,323,843
	Key Employee Retention Plan	478,500	—	478,500
Robert Speights	Restricted Stock Vesting Acceleration <sup>(1)</sup>	—	—	1,304,632
		525,000	—	525,000

(1) The fair value of the restricted stock is computed using the December 31, 2021 closing stock price of \$99.77.

(2) The executive is eligible for payment of base salary until the first to occur of either (i) one year (or two years for Mr. Gerstenberg) or (ii) earlier employment, as well as up to one year (or two years for Mr. Gerstenberg) of continued medical, dental, life insurance, and other benefits, if any, and \$15,000 (or \$10,000 for Mr. Battles) in out-placement services. In addition, Mr. Gerstenberg is eligible to receive a bonus for the year in which his employment is terminated equal to the average of his bonuses over the past two years.

(3) Assumes employment is terminated either (i) for any reason within 30 days after a change of control or (ii) without cause within one year after a change of control.

### Pay Ratio Information

As a result of the Dodd-Frank Act, the SEC requires disclosure of the relationship between the annual total compensation of our Chief Executive Officer ("CEO") and our median employee. For 2021:

- The annual total compensation of the median employee identified was \$68,365.
- The annual total compensation of our CEO was \$5,612,724.

As a result, for 2021, our CEO pay ratio was approximately 82:1.

To calculate the ratio above, we identified the median employee from a list of Company employees located in the United States and Canada, whether employed on a full-time, part-time or temporary basis as of December 31, 2021, excluding our CEO. The employee listing included the HPC employees who joined the Company. As permitted by SEC rules, we excluded our employees in India from our review because those individuals make up less than 5% of our total employee base. As of December 31, 2021, the Company had 739 employees located in India and approximately 19,100 active employees in total.

To determine the median employee, we reviewed the 2021 earnings of each listed employee, converted to U.S. dollars at an appropriate exchange rate for non-U.S. employees, and annualized for any full-time or part-time employee who did not work for the Company for the entire year (e.g. HPC employees). We did not apply any cost-of-living adjustments nor did we use any form of statistical sampling. After identifying that median employee, we calculated the annual total 2021 compensation of such employee in accordance with SEC Regulation S-K, Item 402(c)(2)(x) requirements for reporting total compensation in the Summary Compensation Table, and then compared the 2021 compensation of such median employee to the 2021 compensation of our CEO as reported in the Summary Compensation Table above in this proxy statement.

**RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**  
**(Item 3 on Proxy Form)**

**Selection of the Company's Independent Registered Public Accountant**

Under applicable law and the procedures adopted by the Company's Board of Directors, the Audit Committee of the Company's Board of Directors (the "Audit Committee") is responsible for appointment, compensation, and oversight of the Company's independent registered public accounting firm for each fiscal year. The Audit Committee has selected Deloitte & Touche LLP ("Deloitte") to serve as the Company's independent registered public accounting firm for the year ending December 31, 2022. Deloitte has previously served as the Company's independent registered public accounting firm commencing with the year ended December 31, 2005. In deciding to engage Deloitte, the Audit Committee reviewed auditor independence issues, qualifications, past experience, and the existing commercial relationships with Deloitte. The Audit Committee decided that Deloitte has no commercial relationship with the Company that would impair its independence. The Audit Committee believes selection of Deloitte is in best interest of the Company and its shareholders. Representatives of Deloitte are expected to participate in the annual meeting to respond to appropriate questions and have the opportunity to make a statement if they so desire.

The Audit Committee Chair is directly involved in selecting the lead engagement partner to ensure that the lead engagement partner is appropriately qualified to lead the Clean Harbors audit. Throughout the year, the Audit Committee Chair meets one on one with the lead engagement partner to promote a candid and thorough dialogue. The Audit Committee also meets with the lead engagement partner in executive sessions of certain Audit Committee meetings to discuss the audit and any other relevant matters. During the two most recent fiscal years of the Company ended December 31, 2021 and 2020, the Company did not consult with Deloitte regarding any of the matters or events set forth in Item 304(a)(2)(i) or (ii) of the SEC's Regulation S-K.

Although shareholder ratification of the Audit Committee's selection of the independent registered public accounting firm is not required by law or the procedures adopted by the Company's Board of Directors, the Audit Committee's selection of Deloitte as the Company's independent registered public accounting firm for 2022 is being submitted for ratification by the shareholders at the annual meeting because the Company's Board of Directors has determined that such ratification is a matter of good corporate governance practice. If this proposal is not approved at the annual meeting, the Audit Committee may reconsider its selection of Deloitte. Even if the selection of Deloitte is ratified, the Audit Committee, in its discretion, may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

**Audit and Related Fees**

The Company retained Deloitte to audit the Company's consolidated financial statements and provide certain other services for the two years ended December 31, 2021 and 2020. The aggregate fees and expenses billed for 2021 and 2020 for these services were as described in the following table:

	For the Year	
	2021	2020
Audit Fees	\$ 2,780,574	\$ 2,357,256
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	1,895	1,895
	<u>\$ 2,782,469</u>	<u>\$ 2,359,151</u>

Audit Fees include fees and expenses for services rendered in connection with the audits of the Company's consolidated annual financial statements and internal controls over financial reporting, reviews of quarterly financial statements included in the Company's Quarterly Reports on Form 10-Q, and services that are normally provided by independent auditors for those fiscal years.

Audit-Related Fees would include fees and expenses for assurance and related services that would be reasonably related to the performance of the audit or review of the Company's financial statements for the period and would not be reported above under "Audit Fees."

Tax Fees would include fees and expenses for tax planning, U.S. and foreign tax compliance, and other general consultation and advice for which the Company paid \$0 for 2021 and 2020.

All Other Fees include fees and expenses for services which do not fall within the categories described above. In 2021 and 2020, the fees disclosed under this category included a subscription to Deloitte's Accounting and Research Tool.

The Audit Committee of the Board of Directors follows procedures designed to ensure that all audit and permitted non-audit services provided by the Company's independent registered public accounting firm are pre-approved by the Audit Committee. All of the services described above for 2021 and 2020 were pre-approved by the Audit Committee. The Audit Committee has discussed these matters with the Company's independent registered public accounting firm. The Audit Committee also monitors the Company's compliance with restrictions put in place to continue to ensure that the services provided by the Company's independent registered public accounting firm are consistent with the maintenance of that firm's independence in the conduct of its auditing functions.

### **Audit Committee Report**

The Audit Committee of the Board of Directors is now comprised of the six directors named below. The Company's Board of Directors has determined that each member of the Audit Committee is an independent director (as independence is defined in the listing standards of the New York Stock Exchange applicable to membership on audit committees). In addition, the Company's Board of Directors has determined, based upon their education and experience, that each of Marcy L. Reed, Andrea Robertson and Thomas J. Shields is an "audit committee financial expert" as defined by Item 407(d)(5)(ii) of Regulation S-K under the Securities Act of 1933, as amended. The Audit Committee has adopted a written charter, which has been approved by the Board of Directors. A copy of that charter, as most recently revised by the Board of Directors on December 8, 2021, is available on the Company's website at [www.cleanharbors.com](http://www.cleanharbors.com).

The Audit Committee has reviewed and discussed the Company's audited financial statements with management, which has primary responsibility for the financial statements, and with the Company's independent registered public accounting firm. The Company's independent registered public accounting firm is responsible for expressing opinions on the Company's audited financial statements in accordance with generally accepted accounting principles and on the Company's internal controls over financial reporting based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Audit Committee has discussed with the Company's independent registered public accounting firm, which was Deloitte for 2021 and 2020, the matters that are required to be discussed by applicable standards of the Public Company Accounting Oversight Board ("PCAOB") and Rule 2-07 of Regulation S-X of the SEC - "*Communication with Audit Committees*." Deloitte has also provided to the Audit Committee their letter required by PCAOB Ethics and Independence Rule 3526, "*Communications with Audit Committees Concerning Independence*," and the Audit Committee discussed with Deloitte the firm's independence. The Audit Committee also considered whether the provision by Deloitte of non-audit related services, which for 2021 and 2020 there were none, is compatible with the independence standard.

Based on the considerations referred to above, the Audit Committee recommended to the Board of Directors that the financial statements audited by Deloitte for 2021 and 2020 be included in the Company's Annual Report on Form 10-K for 2021, and the Audit Committee has appointed Deloitte as the Company's independent registered public accounting firm for 2022. The foregoing report is provided by the following independent directors, who constitute the Audit Committee.

Andrea Robertson, Chair  
Marcy L. Reed  
Thomas J. Shields  
Lauren C. States  
John R. Welch

**Ratification of the Audit Committee's selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current fiscal year will require the affirmative vote of the holders of a majority of the shares of Common Stock represented at the meeting and voted on such proposal. Unless otherwise specified therein, shares represented by the accompanying form of proxy will be voted at the meeting in favor of such ratification. The Board recommends that shareholders vote "FOR" such ratification.**

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The table below describes the “beneficial ownership” of the Company's common stock as of March 28, 2022, by (i) each of the Company's directors, principal executive officer, principal financial officer and the three other current executive officers who were the most highly compensated during the most recently completed fiscal year, and (ii) all of the Company's current directors and executive officers as a group. Rule 13d-3 of the Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934 defines “beneficial ownership” to mean the right to vote or exercise dispositive power, or to share in the right to vote or exercise dispositive power, with respect to the specified securities, whether or not the specified person has any economic interest in the specified securities. Each named owner has sole voting and dispositive power with respect to the specified shares.

Name of Beneficial Owner	Number of Shares	Percent of Class	
Alan S. McKim	3,106,031	5.6	%
Eugene Banucci	23,769		*
Edward G. Galante	24,897		*
John T. Preston	11,696		*
Marcy L. Reed	1,295		*
Andrea Robertson	9,965		*
Thomas J. Shields	26,913		*
Lauren C. States	13,082		*
John R. Welch	10,430		*
Robert Willett	4,754		*
Michael L. Battles	68,440		*
Eric W. Gerstenberg	77,524		*
Robert Speights	40,973		*
Brian P. Weber	66,079		*
All current directors and executive officers as a group (19 persons)	3,620,058	6.6	%

\* Less than 1%

The following table shows each person or entity which, to the Company's knowledge, as of March 28, 2022, "beneficially owned" (as that term is defined above) 5% or more of the total of 55,221,967 shares of common stock then outstanding. Except as otherwise indicated below, the Company understands that the named person or entity held sole voting and dispositive power with respect to the specified shares.

Name and Address	Number of Shares		Percent	
Wellington Management Group LLP 280 Congress Street Boston, MA 02210	6,760,449	(1)	12.2	%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	4,721,799	(2)	8.6	%
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	4,191,147	(3)	7.6	%
Alan S. McKim Clean Harbors, Inc. 42 Longwater Drive Norwell, MA 02061	3,106,031		5.6	%

- (1) Based upon Amendment No. 10 to Schedule 13G dated December 31, 2021 filed with the SEC, Wellington Management Group LLP is deemed to have beneficial ownership of 6,760,449 shares of common stock, of which such entity held shared voting power as to 5,659,600 shares and shared dispositive power as to 6,760,449 shares.
- (2) Based upon Amendment No. 9 to Schedule 13G dated December 31, 2021 filed with the SEC, The Vanguard Group is deemed to have beneficial ownership of 4,721,799 shares of common stock, of which such entity held shared voting power as to 24,243 shares, sole dispositive power as to 4,652,506 shares, and shared dispositive power as to 69,293 shares.
- (3) Based upon Amendment No. 8 to Schedule 13G dated December 31, 2021 filed with the SEC, BlackRock, Inc. is deemed to have beneficial ownership of 4,191,147 shares of common stock, of which such entity held sole voting power as to 3,967,644 shares and sole dispositive power as to 4,191,147 shares.

#### DELINQUENT SECTION 16(A) REPORTS

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors, and persons (except for certain institutional investors) who beneficially own more than 10% of a registered class of the Company's equity securities, to file reports of ownership and changes of ownership with the Securities and Exchange Commission. Copies of those reports are to be furnished to the Company. Based solely on its review of copies of the reports filed, or written representations from certain reporting persons, the Company believes that during 2021 such filing requirements were satisfied on a timely basis except that Jeffrey Knapp (a former executive officer) was late in filing one Form 4.

## SHAREHOLDER PROPOSALS

Proposals which qualified shareholders intend to present at the 2023 Annual Meeting and request be included in the Company's proxy statement for that meeting in accordance with Rule 14a-8 ("Rule 14a-8") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), must be delivered to the Company prior to the close of business on December 26, 2022. Any such proposal must be delivered to the Company's Secretary at Clean Harbors, Inc., 42 Longwater Drive, Norwell, MA 02061, Attention: Executive Office. Shareholders are referred to Rule 14a-8 for a description of the relevant requirements for proposal submission.

Shareholders of record who do not submit proposals for inclusion in the proxy statement but who intend to submit a proposal at the 2023 Annual Meeting, and shareholders of record who intend to submit nominations for directors at the meeting, must provide advance written notice. Such notice must be delivered to the Company's Secretary at the address described above (i) in the case of director nominations, not less than 60 days nor more than 90 days prior to the date of the 2023 Annual Meeting (which the Company will announce early in 2023) and (ii) in the case of other proposed business, no later than December 16, 2022. The written notice must satisfy certain requirements specified in the Company's By-Laws. A copy of the Company's Amended and Restated By-Laws as now in effect is available over the Internet at the SEC's website at <http://www.sec.gov> as Exhibit 3.4D to the Company's Report on Form 8-K filed on March 16, 2022, and may also be obtained without cost by writing to Clean Harbors, Inc., 42 Longwater Drive, Norwell, MA 02061, Attention: Executive Office.

## OTHER INFORMATION

Copies of the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, including the financial statements and financial statement schedule, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge through the Company's website ([www.cleanharbors.com](http://www.cleanharbors.com)) as soon as reasonably practicable after the Company electronically files the material with or furnishes it to the SEC. The Company's filings are also available on the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). The Company's Corporate Governance Guidelines, the charters of the Committees of the Board, and Code of Conduct, which applies to all of the Company's directors, employees and officers, including the Chief Executive Officer and Chief Financial Officer, are also available on the Company's website. Printed copies of these materials are available free of charge (except for the costs of duplication and mailing in the case of exhibits to such documents) to shareholders who request them in writing from Clean Harbors, Inc., 42 Longwater Drive, Norwell, Massachusetts 02061-9149, Attention: Executive Office. Information on the Company's website or connected to it is not incorporated by reference into this proxy statement.

## OTHER MATTERS

Except for the matters set forth above, management knows of no other matter which is to be brought before the meeting, but if any other matter shall properly come before the meeting, it is the intention of the persons named in the accompanying form of proxy to vote such proxy in accordance with their judgment on such matter.

By Order of the Board of Directors,



Daniel T. Janis, Secretary  
April 14, 2022

**THE BOARD OF DIRECTORS HOPES THAT SHAREHOLDERS WILL ATTEND THE ANNUAL MEETING. REGARDLESS OF WHETHER YOU PLAN TO ATTEND, PLEASE AUTHORIZE YOUR PROXY TO VOTE YOUR SHARES BY TELEPHONE, VIA THE INTERNET, OR BY MAIL AS DESCRIBED IN THE E-PROXY NOTICE, PROXY CARD OR VOTING INSTRUCTIONS WHICH YOU RECEIVED.**



CLEAN HARBORS, INC.  
 ATTN: KATIE CRAIG  
 42 LONGWATER DRIVE  
 P.O. BOX 9149  
 NORWELL, MA 02061-9149



**SCAN TO**  
 VIEW MATERIALS & VOTE



**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above**  
 Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on May 24, 2022 for shares held directly and by 11:59 p.m. Eastern Time on May 22, 2022 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**  
 If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**  
 Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on May 24, 2022 for shares held directly and by 11:59 p.m. Eastern Time on May 22, 2022 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**  
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

	For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
The Board of Directors recommends you vote FOR the following:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
1. To elect three (3) Class III members of the Board of Directors of the Company to serve until the 2025 Annual Meeting of the Shareholders.				
<b>Nominees</b>				
01) Andrea Robertson		02) Lauren C. States		03) Robert J. Willlett
The Board of Directors recommends you vote FOR proposals 2 and 3.				
2. To approve an advisory vote on the Company's executive compensation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. To ratify the selection by the Audit Committee of the Company's Board of Directors of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current fiscal year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.				
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.				
<input type="text"/> Signature [PLEASE SIGN WITHIN BOX]		<input type="text"/> Date		
<input type="text"/> Signature (Joint Owners)		<input type="text"/> Date		

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com)

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**CLEAN HARBORS, INC.**  
**Annual Meeting of Shareholders**  
**May 25, 2022**  
**This proxy is solicited by the Board of Directors**

The undersigned hereby appoints Michael L. Battles, Daniel Janis, and each of them acting solely, with full power of substitution, as the true and lawful attorney-in-fact and proxy for the undersigned to vote all shares of common stock of Clean Harbors, Inc. (the "Company"), which the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held at 10:00 a.m., local time, on Wednesday, May 25, 2022, at the Corporate headquarters at 42 Longwater Drive, Norwell, Massachusetts, or any adjournment thereof, hereby revoking any proxies heretofore given. Each such proxy is hereby directed to vote upon the matters set forth on the reverse side hereof and, in his own discretion, upon such other matters as may properly come before the meeting.

**This proxy, properly executed, will be voted in the manner directed on the reverse side. If no direction is made, this proxy will be voted (i) for the election of all nominees, (ii) for approval of an advisory vote on executive compensation and (iii) for ratification of the Audit Committee's selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current fiscal year.**

**YOU ARE URGED TO COMPLETE, DATE, SIGN, AND RETURN THIS PROXY IN THE ACCOMPANYING ENVELOPE. A PROMPT RESPONSE WILL GREATLY FACILITATE ARRANGEMENTS FOR THE ANNUAL MEETING, AND YOUR COOPERATION WILL BE APPRECIATED. SHAREHOLDERS OF RECORD WHO ATTEND THE ANNUAL MEETING MAY VOTE THEIR STOCK PERSONALLY EVEN THOUGH THEY HAVE SENT IN THEIR PROXIES.**

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**Continued and to be signed on reverse side**