

**HERITAGE-CRYSTAL CLEAN, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

STATUS

The Nominating and Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Heritage-Crystal Clean, Inc. (the “Company”).

PURPOSE

The Committee shall have the primary responsibility for the evaluation and nomination of prospective members of the Board. The Committee shall be responsible for exercising a leadership role in developing, maintaining and monitoring the Company’s corporate governance policies and procedures.

APPOINTMENT AND REMOVAL

The members of the Committee shall be elected by the Board at its first meeting following the annual meeting of stockholders. Unless the Board elects a Chair, the members of the Committee shall designate a Chair. A Committee member may resign by delivering his or her written resignation to the Board or may be removed by majority vote of the Board and delivery to such member of written notice of removal to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

MEMBERSHIP AND QUALIFICATIONS

The Committee shall consist of at least three members of the Board as the Board shall from time to time determine. The membership of the Committee shall comply with the independence requirements of the listing standards of The Nasdaq Stock Market, as amended.

DUTIES AND RESPONSIBILITIES

The Committee’s primary responsibilities include:

Nominations

- Developing the criteria and qualifications for membership on the Board;
- Identifying, considering, recommending, recruiting and selecting, or recommending that the Board select, candidates to fill open positions on the Board consistent with the Board approved criteria and qualifications for membership;
- Conducting or overseeing appropriate inquiries into the backgrounds and qualifications of possible candidates;

- Recommending Director nominees for approval by the Board and the stockholders; and
- Recommending Director nominees for each of the Board's committees.

Corporate Governance

General

- Reviewing and recommending to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws; and
- Reviewing the outside business activities of senior executives.

Board Oversight

- Reviewing and making recommendations regarding Board composition and structure, including appropriate terms of office and classification of directors;
- Evaluating the effectiveness of the Board and recommending to the Board ways to improve the corporate governance of the Company;
- Ensuring that Company management provides access to programs for continuing education for all directors and for the orientation of new directors;
- Monitoring the charters and functions of the various committees of the Board and conducting annual evaluations of their contributions to the Company;
- Considering questions of possible conflicts of interest of Board members and of the Company's senior executives; and
- Evaluating Company policies regarding the recruitment of directors, including director indemnification and insurance.

MEETINGS

The Committee shall meet at such other times as it deems necessary to fulfill its responsibilities. The Committee shall regularly report to the Board on its activities.

COMMITTEE ACTION

A majority of the members present shall decide any question brought before the Committee. The actions by the majority may be expressed either by a vote at a meeting or in writing without a meeting. A majority of the members shall constitute a quorum.

PROCEDURES

The Chairman of the Committee shall establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. The Chairman shall appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee setting forth the names of the members of the Committee, or actions taken by the Committee, shall be sufficient evidence at all times as to the persons constituting the Committee, or such actions taken.