

HERITAGE-CRYSTAL CLEAN, INC.
CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics (“Code”) describes the standard of ethical business conduct expected from all officers, directors and other employees (collectively “employees”) of Heritage-Crystal Clean, Inc. and its wholly owned subsidiaries (collectively, the “Company”). All employees are expected to read and be familiar with this Code and to abide by all its principles and procedures. Contact your supervisor or the Human Resource Department if you have any questions about this Code.

Guiding Principles and Values

All employees must have the highest standards of business and personal ethics in the conduct of their duties and responsibilities. All employees are expected to devote their best efforts and attention to the performance of their responsibilities. All employees are expected to:

- use good judgment
- maintain the highest level of integrity and honesty
- comply with all laws, rules and regulations
- avoid conflicts of interest
- maintain Company’s confidential information

Conflicts of Interest

A conflict of interest occurs when personal interests interfere with your ability to exercise your judgment or to do your job in the best interest of the Company. Every employee must take steps to avoid actual or potential conflicts of interest.

Some examples of potential conflicts of interest include:

- Working or consulting for, or providing information to a competitor of the Company
- Accepting favors in return for business from the Company
- Doing business related to the Company in which you or a family member benefit financially
- Accepting bribes or kickbacks
- Using non-public information to your financial advantage

If you are unsure if your actions will result in an actual or potential conflict of interest, you must:

- Present the situation to your supervisor for discussion; or
- Report the situation to the Human Resource or Internal Audit Department as outlined below.

Outside Employment:

We realize that sometimes an employee may need to work part-time with another employer. While we do not encourage it, outside employment for certain employees may sometimes be allowed, as deemed appropriate by the individual’s supervisor with such approval to not be unreasonable withheld, provided:

- It does not create a conflict of interest;
- It does not interfere with your employment with us; and
- It does not involve working for a competitor.

We expect your employment with us to take priority over any outside employment. Outside employment will not be considered as an excuse for poor performance, absenteeism, tardiness, or refusal to work the hours necessary for your job. If you currently or later have outside employment, you must notify your supervisor about the work and the hours required for it.

Gifts and Entertainment:

We realize that our employees may give gifts to other employees or to business associates of the Company, such as customers or suppliers. No employee may give such a gift in exchange for special treatment or favor for the employee or the Company whether using Company funds or personal funds. Also, no employee may give another employee or a business associate of the Company a gift that has a monetary value of greater than \$300 without first obtaining the approval of the employee's supervisor or the Human Resource Department, regardless of whether Company or personal funds are used to purchase the gift.

We also realize that our employees may be offered gifts from other employees or from business associates of the Company. No employee may accept any gift in exchange for giving special treatment or favor to the giver. In addition, no employee may accept any gift that has a monetary value of greater than \$300 from another employee or a business associate of the Company without first obtaining the approval of the employee's supervisor or the Director of Human Resources.

Finally, we realize that some employees may entertain business associates of the Company, or may themselves be entertained by such business associates. Such entertainment activities are expected to be limited to moderate, generally expected levels that can be reasonably reciprocated. Also, no employee may either offer entertainment activities to business associates of the Company or participate in entertainment activities with business associates of the Company in exchange for special treatment or favor for the employee or the Company whether using Company funds or personal funds.

Financial Interest in Other Business:

Any employee, including his or her immediate family, who has a significant financial interest in a major customer, supplier, or any competitor of the Company must report this to their immediate supervisor for referral to the Human Resource Department or Internal Audit Department. Employees must also obtain prior written approval from the Company CEO or CFO prior to proceeding with any transaction that would create a significant financial interest in a major customer, supplier, or any competitor of the Company.

Bribery or Money Laundering:

The Company does not tolerate bribery or corruption in its business. Our Company prohibits any form of corruption, bribery, kickback, extortion, embezzlement or money laundering. We are committed to complying with all applicable laws and regulations regarding such activities, including, but not limited to, the U.S. Foreign Corrupt Practices Act, and to act with integrity and the highest ethical standards. No employee shall participate in, facilitate or allow any form of corruption, bribery, kickback, extortion, embezzlement or money laundering, whether to public officials or to any other person.

Confidential Information and Intellectual Property

Protection of confidential business information ("Confidential Information") is vital to our Company and its success. Confidential Information includes financial information, trade secrets, product information, training, and customer-related data. Any employee who discloses Confidential Information without authorization may be subject to disciplinary action up to and including termination and legal action.

You must comply with the provisions of any confidentiality agreement you may have signed. You also must comply with the Company's Insider Trading Policy with respect to disclosure of material information when trading any securities.

You agree to make prompt, full and complete disclosure to the Company regarding all inventions, developments, concepts or ideas made or conceived by you (either alone or jointly) ("Intellectual Property") while you are employed at the Company. Further, you agree to assign to the Company the entire, worldwide rights, title, and interest in the Intellectual Property.

Intellectual Property includes, without limitation, patentable and un-patentable inventions, ideas or improvements that are within the scope of your employment or related to the Company's business, or made or conceived during business hours on Company's premises, at Company's expense, using Company's materials and/or labor.

You further agree that personal use of Intellectual Property or a transfer of Intellectual Property to a third party is a violation of this Code.

If you believe that Confidential Information has been disclosed or used inappropriately, you should contact the Human Resource Department or Ethics Hotline(1-877-571-1134) immediately. Failure to do so could subject our Company to fines and/or regulatory action.

Antitrust Compliance

Antitrust laws are designed to prohibit anything that might unreasonably restrict competition. These laws deal with agreements and practice "in restraint of trade" such as price fixing and boycotting suppliers or customers. They also prohibit:

- Pricing intended to drive a competitor out of business
- Disparaging, misrepresenting or harassing a competitor
- Stealing trade secrets
- Bribery
- Kickbacks

It is our policy to comply fully with antitrust laws. You should not do anything that violates antitrust and competition laws. If you have any questions or concerns about certain business practices, please consult with your supervisor or follow the appropriate procedures for contacting the Human Resource Department, Law Department, or the Ethics Hotline (1-877-571-1134).

Financial Integrity and Company Records

We rely on our accounting records to produce reports for our management, shareholders, creditors, governmental agencies, and others. We are committed to maintaining books and records that accurately and fairly reflect our business. Each employee must maintain accurate business records and reports and the following guidelines must be followed:

- No undisclosed or unrecorded funds or assets may be established for any purpose
- Assets and liabilities of the Company must be recognized and stated in accordance with our standard practices and Generally Accepted Accounting Principles ("GAAP")
- No false or artificial entries may be made and no misleading reports may be issued
- No false or fictitious invoices may be paid or created

If you believe that our books and records do not meet these requirements or if you have any concerns regarding questionable accounting or auditing matters at the Company, you should immediately report the matter confidentially and anonymously through the Ethics Hotline (1-877-571-1134) or directly to the Chair of the Audit Committee at Audit.Report@Crystal-Clean.com.

Securities Law Disclosures and Public Communications/Trading in Company Stock

We are committed to full, fair, accurate, timely, and understandable disclosure in reports and documents we file with the Securities and Exchange Commission (“SEC”), and in other public communications. All employees have the responsibility to ensure that false or intentionally misleading information is not given in the Company’s filing with the SEC or public communications.

Each employee involved in the Company’s disclosure process, including the Chief Executive Officer and the Chief Financial Officer, is required to be familiar with the Company’s disclosure procedures and to consult with the other Company officers and employees to ensure that disclosures are full, fair, accurate, and timely. This ensures the Company’s consistency in filing the necessary public reports and documents with the SEC in compliance in all material aspects of the current securities laws and the SEC rules.

Each individual that is involved in the Company’s disclosure process must:

- Familiarize themselves with the disclosure requirements applicable to the Company
- Familiarize themselves with the business and financial operations of the Company
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether inside or outside the Company, including to the Company’s independent auditors, governmental regulators, and self-regulatory organizations

No employee should buy or sell Company stock while possessing material inside information. You must always comply with the Company’s Insider Trading Policy.

Our policy is to disclose material information concerning the Company to the public only through specific limited channels to avoid inappropriate publicity and to ensure that those with an interest in the Company will have equal access to information. There may be information contained in outside publications that has not been issued or released by the Company and should not be considered official. All inquiries or calls from the press and financial analysts should be referred to the Chief Financial Officer. The Company has designated its Chief Executive Officer and its Chief Financial Officer as the Company’s principle spokespersons. These are the only people who may communicate with the press on behalf of the Company. You may not provide any information to the media about the Company off the record, for background, confidentially or secretly.

If you believe that information has been given in the Company’s securities filings or public communications that is incomplete, false, or intentionally misleading or that an employee has engaged in insider trading, you should report the matter immediately as outlined below.

Violations of the Code

We take the provisions of this Code very seriously, and we will treat any violations of the Code accordingly. A failure by any person to comply with this Code, any laws, rules, or regulations, or any other policies or requirements, may result in disciplinary action. Such disciplinary action may range from a warning or reprimand up to and including termination and, if warranted, legal action against that person.

Questions About Compliance and Reporting Violations

If you have any questions or concerns about compliance with this Code, talk with your supervisor, contact the Human Resource Department, or call the Ethics Hotline (1-877-571-1134). You are expected to report any violations of this Code. Failure to promptly notify a supervisor, the Human Resource Department, or the Chair of the Audit Committee of a violation of this Code is a breach of the Code and may result in action by the Company.

You can discuss your concern without fear of any form of retaliation. When you report a violation of the Code to the Human Resource Department through the established procedures:

- You will be treated with respect.
- Your concerns will be taken seriously. If your concerns are not resolved at the time of your report, you will be informed of the outcome if you provide your contact information.
- You will not be required to identify yourself.
- The Company will treat such information confidentially, to the extent it can without failing to fulfill its legal obligations.

To ask questions about the matter discussed in this Code, or to report a violation of this Code, you may take any of the following steps:

- Contact your supervisor;
- Contact the Internal Audit Department;
- Contact the Chair of the Audit Committee (Audit.Report@Crystal-Clean.com);
- Contact the Human Resource Department; or
- Contact the employee Ethics Hotline (1-877-571-1134).

If the Company receives a report that this Code has been violated:

- The Internal Audit Department or Human Resource Department will investigate any reported violations;
- The Internal Audit Department and the Human Resource Department will report each reported violation to the chairperson of the Audit Committee. If appropriate, the chairperson of the Audit Committee will participate in any investigation of a director or executive officer;
- Once the investigation is completed, the results will be reported to the Audit Committee;
- The Audit Committee will conduct additional investigation if necessary;
- If the Audit Committee determines that a director or executive officer has violated this Code, it will report its determination to the Board of Directors; and
- Upon being notified that a violation has occurred, the Board of Directors or the Chief Financial Officer will take such disciplinary or preventive action as deemed appropriate, up to and including dismissal or, in the event of criminal or other serious violations of law, notification of the SEC or other appropriate law enforcement authorities.

Waivers of The Code and Disclosure

Any waiver of this Code must be made in writing by the requestor's supervisor and immediately reported in writing to the Company Executive Officer for the employee's department and the Human Resource Department (see Appendix A for a listing of Company Executive Officers).

Any waiver of the Code for the members of our board of directors, the Chief Executive Officer, the Chief Financial Officer, and other executive officers of the Company may be made only by the board of directors of

the Company.

All Requests for Waivers will be considered on a case-by-case basis. All waivers of this Code for the members of our Board of Directors, Chief Executive Officer, Chief Financial Officer and executive officers will be promptly disclosed to the public as required by applicable laws, rules and regulations.

Miscellaneous

This Code and any amendments or supplements will be available on the Company's website.

Each employee shall be required to sign the Ethics Policy Agreement which is deemed a part of this Code.

The Company has the right to amend this Code or the Agreement at its sole discretion at any time. Nothing in this Code or the Agreement should negate or otherwise amend any provision of any other agreement signed by an employee.

Appendix A

Heritage-Crystal Clean, Inc. Executive Officers

Brian Recatto, President and CEO

Mark DeVita, Chief Financial Officer

John Lucks, Senior Vice President, Sales and Marketing

Ellie Bruce, Vice President, Business Management and Marketing