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CONFLICTS OF INTEREST POLICY

1.0 PURPOSE

Stericycle, Inc. is committed to the highest standards of integrity in our business practices and to complying with the law in the conduct of its business operations worldwide, as set forth in the Code of Conduct. The purpose of this policy is to establish guidelines for identifying, disclosing, and resolving actual, potential, and perceived conflicts of interest of all Team Members of Stericycle, Inc.

2.0 SCOPE

This policy applies to all officers, directors, and employees, whether full or part time, permanent or temporary (collectively, "Team Members") of Stericycle, Inc., and its subsidiaries and affiliates (collectively, "Stericycle" or "Company"). Stericycle expects individuals affiliated with any entity that is not a Controlled Entity, including job applicants and contractors, to comply with this policy, and will use its best efforts to communicate that expectation to those individuals.

All Team Members are responsible for reading, understanding, and complying with this policy.

In certain circumstances, Stericycle has adopted measures that are more restrictive than required by law because of its commitment to Stericycle values and its business reputation worldwide. Individual Stericycle entities may choose to adopt more restrictive rules or guidelines for conflicts of interest but must, at a minimum, follow this policy. In addition, where local law imposes stricter restrictions than required under this policy, local law prevails and must be followed.

3.0 DEFINITIONS

Gifts, Meals, and Entertainment	Gifts, entertainment, and hospitality given to/received from Business Partners or other third parties in certain business settings to enhance legitimate business relationships and/or further their mutual business interests. For more on gifts, meals, and entertainment, please refer to the Gifts, Meals, and Entertainment Policy.
Business Partner	Includes Stericycle vendors, suppliers, Customers and Third-Party Representatives.
Close Personal Relations	<p>For purposes of this policy, Close Personal Relations include:</p> <ul style="list-style-type: none"> • romantic, sexual and dating relationships, and • team members who are related by blood, marriage, or legal action, examples include the team member’s spouse, mother, father, son, daughter, sister, brother, mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, stepparent, stepchild, aunt, uncle, nephew, niece, grandparent, grandchild or cousin. The term also includes domestic partners (a person with whom the team member’s life is interdependent and who shares a common



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	<p>residence) and, a daughter or son of a team member’s domestic partner, and</p> <ul style="list-style-type: none"> • all other similar relationships.
Conflict of Interest or "COI"	A COI arises when personal, social, financial, or political activities or relationships interfere (or appear to interfere, or have the potential to interfere) with one's objectivity, judgment and loyalty when acting on behalf of Stericycle.
COI Reviewer	Refers to the Office of Ethics and Compliance member or Human Resources Business Partner (HRBP) that reviews a COI disclosure.
Controlled Entities	Any entity in which Stericycle, Inc., directly or indirectly, has a greater than 50% interest, earns over 50% of the profits (or capital or beneficial interest), or holds over 50% of the seats on the board or other governing body; or any entity in which Stericycle has any other type of controlling power, such as a golden share.
Customer	Any current or prospective Stericycle customer, and anyone who is an owner, shareholder, employee, director, officer, or representative of a current or prospective Stericycle customer.
Significant Financial Interest	Any financial interest greater than one percent (1%) of the value of the stock of a publicly traded company; or greater than USD \$25,000 (or equivalent in local currency) or 50% ownership in a privately-owned company/business.
Third-Party Representatives	Any non-employee or outside party, regardless of title, who (i) provides goods or services to Stericycle; (ii) represents Stericycle; (iii) acts with discretion on Stericycle’s behalf; or (iv) acts jointly with Stericycle.

4.0 OWNERSHIP

The Office of Ethics and Compliance (OEC) has ownership of this policy. Questions about this policy or in relation to a potential conflict of interest can be directed to the OEC at ethicsandcompliance@stericycle.com.

5.0 BACKGROUND/REQUIREMENTS

A conflict of interest arises when personal, social, financial, or political activities or relationships interfere (or appear to interfere, or have the potential to interfere) with one's objectivity, judgment, and loyalty when acting on behalf of Stericycle. A COI, or even the appearance of one, can undermine the trust that fellow Team Members, Business Partners, and the public place in Stericycle. The purpose of this policy is to help Team Members identify and deal with situations that may give rise to potential COIs or the appearance of conflicts.

6.0 ROLES AND RESPONSIBILITIES

Role	Responsibilities
Team Members	<ul style="list-style-type: none"> • Promptly disclose all actual and potential COIs <ul style="list-style-type: none"> ○ <i>Employees</i> - COI Disclosure Form ○ <i>Job Applicants</i> - Candidate COI Form via SuccessFactors Onboarding Module (North America) or via HR recruitment team (Europe) • Disclose any change to a previously disclosed situation or activity via the COI Disclosure Form; • Cooperate and assist in the review and resolution of any COIs; and • Comply with any agreed-upon directives to manage and mitigate COIs. If unable to comply, Team Members should promptly contact the COI Reviewer for appropriate guidance.
Managers	<ul style="list-style-type: none"> • Assess and manage all COIs disclosed by Team Members or Job Applicants with the support and guidance of the COI Reviewer; • Assist in determining measures to mitigate risks presented by actual or potential COIs; • Communicate COI decisions and mitigation steps to the applicable Team Members or Job Applicants; and • Ensure implementation and compliance with any agreed-upon directives to manage and mitigate COIs.
COI Reviewer	<ul style="list-style-type: none"> • Review, investigate and assess risks arising out of COI disclosures made by Team Members and Job Applicants; • Document investigation, risk assessment and mitigation plans, if any; • Support Managers with the following: <ul style="list-style-type: none"> ○ Identification, review and management of COI ○ Implementation of a mitigation plan ○ Communication of the mitigation plan to the Team Member
Onboarding Team Coordinators/HR Recruitment team	<ul style="list-style-type: none"> • Ensure the Candidate COI Form is completed by Job Applicants; • Reach out to the applicable COI Reviewer to review any COI disclosures; • In the event of a Job Applicant's COI, communicate decision and mitigation plan (as applicable) to Job Applicant <ul style="list-style-type: none"> - prior to sending the employment contract (Europe) and following the offer letter /New Employee Step (North America); and • Upload the Candidate COI Form, decision and any supporting documentation in the employee file in SuccessFactors

To meet the responsibilities outlined in this policy, Team Members have an ongoing obligation to:

1. Use their best ethical judgment to recognize and identify situations and circumstances that could be a COI. Consider the circumstances (e.g., outside employment/personal relationships/financial investments) that can influence Team Members' decisions and how they



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- would be perceived by others – both inside and outside the Company, including Customers, stockholders, media and the community;
2. Avoid any conduct, situation or circumstance where an actual or perceived COI may occur. If unsure whether a COI exists, raise it with a manager/supervisor right away and reach out to the OEC or Human Resources (HR);
 3. Promptly disclose to your manager, HR Business Partner, and in the Conflicts of Interest Disclosure Form any conduct, situation or circumstance that could be a COI;
 - a. If Team Members are already engaged in an activity that gives rise to a COI, promptly limit communication with any associated persons involved in the conflict until receiving further direction from the OEC or HR;
 - b. Prior to engaging in a new activity that gives rise to a COI, promptly disclose it in the COI Disclosure Form and obtain written approval if required;
 4. Update previous COI disclosures using the COI Disclosure Form in a timely manner with complete and accurate information to ensure they always reflect the most up-to-date status throughout the course of employment at Stericycle;
 5. Respond timely and accurately to Stericycle's quarterly COI disclosure campaigns;
 6. Cooperate and assist in the review and resolution of any COIs; and
 7. Comply with any agreed-upon directives to manage and mitigate COIs. If unable to do so, Team Members should promptly contact the OEC or HR for appropriate guidance.

7.0 TYPES OF CONFLICTS OF INTEREST

It is impossible to describe every potential COI or to list all situations that may give rise to a COI. A common factor in all COIs is a potential division of loyalty, or perceived division of loyalty, between Stericycle's interests and one's personal interests.

To determine whether there is a COI, consider the following circumstances in which Team Members' personal interests may influence their professional judgment, raise concerns about accountability and confidentiality, compromise their performance, or lead to workplace distraction. This section lists the most common types of COIs.

7.1 Personal Relationships

Stericycle recognizes that Team Members may have a Close Personal Relation also working for Stericycle. These situations will be managed consistent with the Relationship Policy in the Stericycle Team Member Handbook, as applicable at each Stericycle location, and the following requirements:

Team Members must not take part in or attempt to influence any Stericycle-related decision or business dealings that may benefit, or appear to benefit, themselves or a Close Personal Relation. This includes any decision to hire a Close Personal Relation, or any decision to hire, engage, retain, oversee, or pay a business enterprise in which Team Members or their Close Personal Relations work or have a Significant Financial Interest.

Team Members may refer Close Personal Relations for open job positions at Stericycle but are not permitted to participate in hiring or compensation decisions related to them.

Team Members must disclose as a COI if they have a Close Personal Relation who:



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- is currently employed at Stericycle;
- within the last 24 months has acted as (or worked/provided services for) a contractor, contingent worker, consultant, supplier, vendor, customer or competitor of Stericycle; or
- within the last 24 months has held any function as a public employee/official (elected or appointed), or who has worked for any government-owned or controlled entity.

7.2 Financial Interests

Team Members must be free from conflicting financial interests when representing Stericycle in negotiations, making recommendations with respect to business dealings, or in any other manner dealing with Business Partners or competitors on behalf of Stericycle. Please note that financial interests in publicly traded mutual and index funds, and similar securities, when the Team Member has no say in which investments are included, do not present COIs.

Team Members must disclose the following circumstances, which are not permitted without written approval from the OEC:

- any financial interest in a business or entity that may influence or appear to influence their loyalty and/or judgment on behalf of Stericycle.
- if they or a Close Personal Relation have any Significant Financial Interest in a Stericycle Business Partner or competitor (current or prospective).
- if they or a Close Personal Relation take for themselves (or plan to take) an existing or potential business/investment opportunity that belongs to Stericycle, or that is discovered or made available to them through their position at Stericycle. This includes directing any such opportunity to a business or entity in which they or their Close Personal Relations are involved or associated.

7.3 External Engagements

Outside Employment & Consulting Services

Team Member's outside employment and consulting services must not compete with or reflect adversely on Stericycle or involve using or disclosing Stericycle's confidential information.

To ensure Team Members can meet their responsibilities at Stericycle and not be distracted through personal obligations and interests, Stericycle must be aware of outside paid employment and/or consulting services.

Team Members must disclose as a potential COI if they:

- receive income from employment (full time/part time) outside of Stericycle;
- have acted as (or worked/provided services for) a contractor, consultant, supplier, vendor, customer or competitor of Stericycle within the last 24 months;
- are engaged in any outside employment or consulting services related to Stericycle's business mission and existing lines of business;
- use Stericycle's resources in their outside employment; for example, work time, computers, printers, phone, office supplies, facility equipment, vehicles; or
- discuss Stericycle or its business as part of their outside employment.



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Unless approved in writing by the OEC, Team Members are not permitted to accept payment in any form from another entity for work they perform for Stericycle, or to personally accept finder's fees, referral fees or other incentives from companies to whom they have referred business on behalf of Stericycle.

Board Service

Under certain circumstances, serving on a board of directors may be a COI. Team Members must disclose their participation on any boards so that the OEC may address a potential COI.

Team Members cannot serve as a board member of a Stericycle competitor or company that may reasonably be expected to become a Stericycle competitor.

The following types of board participation (current or prospective) must be disclosed and approved as follows:

- Participation by Stericycle directors on another board must be approved by the Nominating and Governance Committee of the Stericycle Board of Directors, with the advice of our General Counsel.
- Participation by a member of the Executive Leadership Team on the board of any **commercial company or for-profit organization** must be reviewed and approved in advance and in writing by the General Counsel
- Participation by all other Team Members on the board of any **commercial company or for-profit organization** must be reviewed and approved in advance and in writing by the OEC.
- Generally, participation by Team Members on the board of a **nonprofit or not-for-profit organization, or trade/professional organization** (e.g., trade association, homeowners' association, youth sports club, or a religious, educational, or cultural organization) is permitted and does not require disclosure or approval by the Company. However, such board service must be approved in advance and in writing by the OEC, if:
 - Team Members will represent Stericycle on the board;
 - the organization receives funding or loans from Stericycle;
 - the board service will require or implicate the use any Stericycle resources (e.g., property - owned or leased, IT resources, services, supplies, etc.);
 - the board service will require disclosing Stericycle's confidential information, relationships or intellectual property;
 - the board service has the potential to adversely impact the Team Member's job performance at Stericycle; or
 - the board service creates a perception that the Team Member might sacrifice Stericycle's business interest for personal gain.
- Participation by Team Members' Immediate Family Members on a board of directors of a Stericycle Business Partner, competitor or any organization that receives funding or loans from Stericycle must be disclosed and reviewed by the OEC.

Public Service

Team Members must disclose to the OEC if they or an Immediate Family Member serve (or served within the last 24 months) as a public employee or official, elected or appointed, in any national, state,

provincial, regional, or local government. This includes any government department, ministry, agency, authority, commission, legislature, or council, or other publicly owned or controlled body (such as a school or library board).

Serving as a public employee or official may give rise to a COI if:

- the government or public entity currently is (or is likely to become) a Stericycle Business Partner;
- the government or public entity regulates or taxes Stericycle business, directly or indirectly;
- the position entails reviewing or handling matters related to Stericycle, including but not limited to approving Stericycle permits and licenses;
- the position has the potential to adversely impact the Team Member's job performance at Stericycle.

7.4 Gifts, Meals, and Entertainment

Gifts, meals, entertainment and hospitality, received from or given to Business Partners and other third parties can create a COI. Whether a gift, meal, or entertainment is appropriate or creates a COI will depend on the circumstances. Team Members must follow the Gifts, Meals, and Entertainment Policy, the Travel & Expense Policy (and its addendums), and Anti-Corruption Policy, as applicable.

As stated above, it is impossible to describe every potential COI or to list all situations that may give rise to a COI. Stericycle relies on its Team Members to uphold the highest standards of integrity and to seek advice when needed. Any potential or perceived COI not described above should be handled in accordance with the requirements in Section 5 above.

8.0 DISCLOSURE AND REVIEW PROCESS

Team Members must disclose or update a COI in a timely manner using the Stericycle-provided **COI Management Form** available [here](#). Disclosures must be complete, accurate and reflect the most up-to-date status or circumstances. This disclosure obligation continues throughout their employment with Stericycle and during Stericycle-initiated COI disclosure campaigns.

Team Members without access to a company-provided computing device (e.g., computer, tablet, smartphone) may disclose a COI via the internet at stericycle.ethicspoint.com or to their respective manager/supervisor, who must support such Team Members entering the COI into the COI Management Form.

The OEC, Human Resources (HR) or Legal Department (as applicable) will investigate and address the COIs so that risks to Stericycle are properly managed and Team Members' personal interests are protected to the extent possible. The investigation, risk analysis and mitigation plan, if any, will be documented and retained.

- Stericycle managers are responsible for working with the OEC and HR to evaluate situations reported to them that may create COIs (or the appearance of a COI), develop solutions to address them, and ensure solutions are carried out.
- Team Members must cooperate and assist, as necessary, in the resolution of any actual, potential, or apparent COIs.



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9.0 CONFLICTS OF INTEREST AND JOB CHANGES

When a team member's job title, grade or scope changes for any reason (e.g., promotion, consolidation of roles, change in job responsibilities, etc.) it can give rise to unanticipated conflicts of interest. To address this risk with respect to promotions, change of title or grade changes, HR and OEC must review and clear any new or previously disclosed conflicts prior to approving the job change.

To facilitate this review, the OEC will provide HR with a monthly report of conflicts of interest disclosures. HR will use the report to identify via a "COI flag" in Success Factors those team members with existing disclosures. Before approving the job change workflow, HR must review the team member's Success Factors profile. If the team member is flagged as having reported a potential conflict, HR must review the disclosure and related documentation, and confer with OEC to determine if the job change will create a conflict of interest. If a conflict is created, the job change will not be approved unless adequate mitigation measures are identified and documented.

To address the risk arising from informal role changes, such as a salesperson getting new sales territories, team members are required to disclose any potential conflicts of interest created by an informal job change. If there is a disclosure, HR and OEC will then address any potential conflict of interest, consistent with the above. Stericycle people managers with team members who interact with customers or government entities will be responsible for reminding team members of this requirement and working with HR and OEC to resolve any disclosures.

10.0 EXCEPTIONS

Requests for exceptions to the Conflicts of Interest Policy and procedures must be properly documented and submitted to the OEC prior to the occurrence of the transaction at issue. The documentation must identify the specific policy requirement at issue and the circumstances requiring the exception.

If the exception request is limited to a specific transaction, the OEC will review the request, confirm the circumstances described by the requestor, identify potential alternatives, and assess the impact and potential risk created by the exception. If, in the judgment of the OEC, the risk created by the exception is sufficiently limited or can be adequately managed, the exception will be granted. The OEC will document the facts and circumstances considered in evaluating and approving the request, including the individuals involved in the decision, and retain the documentation.

If the exception request would also require a permanent change in the compliance-related policy or process, the proposed change must be presented to the Policy Management Committee for review and approval.

Policy exceptions should be kept to a minimum and must not compromise the overall integrity and objectives of the policy in question. Failure to follow these requirements may subject individuals involved to disciplinary actions, up to and including termination.

11.0 ENFORCEMENT

Team Members are individually responsible for disclosing any conduct, situation or circumstance that could be a COI. Stericycle managers must ensure that Team Members in their organization understand and adhere to this Policy, including its disclosure requirements, and complete any related training.



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11.1 Failure to Comply

Compliance with this policy is mandatory. Failure to comply may result in disciplinary actions up to and including termination of employment, where allowed by applicable law.

Examples of failures to comply include:

- failure to promptly disclose a COI that existed prior to employment at Stericycle or that arises during the course of employment at Stericycle;
- submitting an incomplete, inaccurate or misleading disclosure;
- failure to report any changes to an already disclosed COI; or
- failure to comply with a condition or resolution developed to address a COI.

11.2 Duty to Report and No Retaliation

Team members and third parties who become aware of potential misconduct should report it as soon as possible to their supervisor, a department head, Human Resources, or the Office of Ethics and Compliance (ethicsandcompliance@stericycle.com).

In addition to the aforementioned reporting channels, Stericycle maintains a telephone and internet/web-based reporting service (the “Ethics Line”) that is available to team members and third parties globally and is:

- Toll-free or otherwise available without expense to team members using it;
- Available 24 hours a day, 365 days a year;
- Operated by a third party;
- Available in local languages;
- Designed to ensure that calls are not recorded and are not subject to caller identification;
- Designed to permit anonymous reporting where allowed by law; and
- Designed to allow a reporting team member to check the status/outcome of his/her report and to exchange follow-up information.

The local Ethics Line telephone numbers can be found at www.stericycle.ethicspoint.com. Ethics Line reports can be made online through a secure website at www.stericycle.ethicspoint.com.

When reporting, team members and third parties should provide as much information and detail as possible, including, where applicable, the identity (first and last name) of the alleged wrongdoer(s); the first and last names of possible witnesses; and any documents that may support the concern or complaint.

Stericycle prohibits any form of retaliation against a team member or third party who makes a report of misconduct in good faith. Likewise, the Company prohibits retaliation against any team member or third party who cooperates in a Company investigation.

12.0 RELATED POLICIES AND PROCEDURES

- Code of Conduct
- Gifts, Meals, and Entertainment Policy
- Anti-Corruption Policy



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- Travel & Expense Policy
- Stericycle Team Member Handbook

13.0 REVISIONS/REVISION HISTORY

Revision Number	3.1
Original Issue Date	October 2018
Effective Date	April 2024
Last Review Date	April 2024
Next Review Date	April 2026

This Policy must be reviewed and approved biennially unless changes in relevant laws or business needs require more frequent review/revision. The reviews will assess the effectiveness of this Policy and propose enhancements as needed. The OEC is responsible for updating the Policy and for management of prior versions.