

May 2019



# CODE OF BUSINESS CONDUCT & ETHICS

**Setting the Standards of  
the Code of Business Conduct and Ethics  
for Stericycle Team Members**

**We protect what matters.**

 **Stericycle®**

# TABLE OF CONTENTS

<b>Introduction</b> .....	5
Who is covered by the Code of Business Conduct and Ethics .....	5
Expectations for Personal Conduct .....	5
Reporting Possible Violations of the Code .....	5
Non-Retaliation .....	6
<b>Stericycle Workplace Commitments</b> .....	7
Provision and Place of Employment .....	7
Workplace Violence.....	7
Drugs and Alcohol .....	7
Equal Opportunity.....	7
Respectful Communication.....	7
Safety.....	7
Team Member Privacy.....	8
Personal Use of Company Property .....	8
Appropriate Use of Technology Tools.....	9
Social Media.....	9
Labor Rights.....	10
Information Security and the Protection of Confidential Information .....	10
Using Trademarks and Service Marks.....	10
<b>Stericycle’s Commitments to the Marketplace</b> .....	11
Supplier and Contractor Relations.....	11
Conflicts of Interest .....	11
Gifts, Entertainment, and Other Things of Value .....	12
Political Contributions .....	12
Integrity of Recordkeeping/Accounting .....	12
<b>Stericycle’s Commitments to the Community</b> .....	13
U.S. and Non-U.S. Governments .....	13
Compliance with the Laws, Rules and Regulations .....	13
Antitrust Laws .....	13
Anticorruption Laws .....	13
Community and Environmental Safety.....	14
Government Reimbursement and False Claims Act.....	14
Government Requests and Subpoenas.....	14
Insider Trading .....	14
<b>Compliance Program Information and Contacts</b> .....	15

# STATEMENT FROM THE CEO

---

Dear Team Member:

For the past 30 years Stericycle has been a trusted provider of business-to-business services in highly regulated areas. “We Protect What Matters” is not just our motto, it is our commitment to our customers, fellow team members, communities, and shareholders. That commitment is embodied in our core values, namely:

- Integrity
- Accountability
- One Team. One Goal.
- Customer First
- Continuous Improvement
- Enjoying our Work

This Code of Business Conduct and Ethics, which applies equally to all team members, directors, and officers of the Company, and to all third parties that conduct business on behalf of Stericycle, is designed to help you meet the Company’s high ethical standards and core values. It is important for you to understand and follow the Code, comply with all applicable policies, laws and regulations, and refrain from business situations that would jeopardize Stericycle’s integrity.



If you have questions about our Code – or if you have concerns about possible ethical or safety violations in the workplace – I urge you to talk immediately with your supervisor, contact the Office of Ethics and Compliance, or reach out via the Stericycle Ethics Line. Above all, do not abandon your responsibility to speak up because of fear. Retaliation will not be tolerated against anyone who raises concerns in good faith.

Just as our focus on safety, service, savings and growth (“S3G”) requires execution and accountability, when it comes to ethics and integrity there can be no compromises and no excuses. I trust that you will continue to help deliver results by setting an example of integrity each day, and by making this Code of Business Conduct and Ethics a living document.

Thank you for all you do and for reviewing, committing to and following our Code of Business Conduct and Ethics.

Cindy Miller,  
President and CEO

# STATEMENT OF ETHICS AND CODE OF BUSINESS CONDUCT

---

As Stericycle team members, we make decisions and take action on behalf of the Company every day. To be successful as an organization, it is important that all of us individually - and as a company - aspire to achieve a standard of ethics that is beyond reproach. We must act ethically in our daily activities, but we must at all times be perceived as acting ethically by those with whom we work and with whom we do business.

Stericycle expects all team members to obey the law, to act ethically, and to follow Stericycle's Code of Business Conduct and Ethics ("the Code"). The Code is an important part of Stericycle's culture and reflects our commitment to ethical business practices and regulatory compliance. It summarizes the principles and policies that guide our business activities. This Code is not meant to replace our detailed policies. It supplements our current policies and procedures and is a statement of our principles in a number of important areas that affect all our daily business operations.

Team members at Stericycle should never commit or condone an illegal or unethical act or instruct other team members to do so. This should not happen for any reason at all – not for efficiency – not for results – not for profits. If a team member makes a mistake, he or she should not ignore it or cover it up. Team members should always act with integrity and accountability.

Stericycle's business and the broader global marketplace are constantly changing, which presents new ethical and legal issues. As such, no set of guidelines should be considered the absolute last word under all circumstances. We encourage all team members and representatives to utilize our Core Values and this Code in making business decisions and to ask questions if they are unsure of what to do. For questions about interpreting or applying the Code, or about policies and procedures published by Stericycle, please consult a manager, Human Resources, the Office of Ethics and Compliance, or the Legal Department. You will find contact information for all of these resources on page 15 of this document. A violation of any of Stericycle's policies and procedures can result in disciplinary action, up to and including termination.

# INTRODUCTION

---

## Who Is Covered by the Code of Business Conduct and Ethics?

This Code applies to all team members and board members of Stericycle, Inc. and its Controlled Entities, including any and all subsidiaries (collectively, "Stericycle team members"), and, where necessary and appropriate, Third Party Representatives (including, but not limited to: agents and intermediaries, consultants, representatives, distributors, teaming partners, contractors and suppliers, consortia, and joint venture partners). Failure to read and/or acknowledge the Code does not exempt an individual from his or her responsibility to comply with this Code, applicable laws, regulations, and all Stericycle policies and guidelines that are related to his or her job and/or duties.

Each Stericycle team member is responsible for fully understanding and complying with the standards of conduct outlined in this Code, Stericycle policies and procedures, and all applicable government laws, rules and regulations. This Code is not intended to cover every applicable law or provide answers to all questions that might arise. Rather, it provides important standards and guidance for meeting ethical and legal obligations and where to go for additional information.

This Code is not intended to and does not create an employment contract. It does not create any contractual rights between Stericycle and a Stericycle team member or Third Party Representative, or create any express or implied promise for specific treatment in specific situations. This Code does not limit or modify the obligation of any Stericycle team member or Third Party Representative under existing non-compete, non-solicit, non-disclosure or other related agreements to which the individual is bound or the Company's policies.

## Expectations for Personal Conduct

Stericycle's reputation for integrity and business ethics should never be taken for granted. To maintain that reputation, Stericycle expects that every team member will exercise good judgment to ensure the safety and welfare of the broader team and to maintain a cooperative, efficient, and positive work environment. These standards apply while working on our premises, at offsite locations, at Stericycle-sponsored business and social events, or at any other place where team members work on behalf of or represent the Company. Team members who engage in misconduct or whose performance is unsatisfactory may be subject to corrective action, up to and including termination.

Team members are required to participate in ethics and compliance training to continually improve their understanding of their legal and ethical requirements as well as Stericycle's compliance expectations. Team members are also asked periodically to certify that they have read, understand, and will comply with the Code.

## Reporting Possible Violations of the Code

In most situations, our values and integrity will guide us to the right decision. However, we must always keep in mind how our actions affect the credibility of our organization as a whole. For this reason, our business ethics must reflect the values and standards of conduct outlined in this Code.

Team members confronted with an issue or business decision that is not clear cut are encouraged to consider these questions:

- Will this action endanger anyone's life, health or safety?
- Does this action violate either a law or Company policy or procedure?
- Is the action or decision honest in every respect?
- How will this action or decision make me feel about myself or the Company? Will it make me ashamed?
- How would the media respond to this action or decision?
- Is this action reflective of Stericycle's Core Purpose and Core Values?

Stericycle relies on its team members to ensure that everyone acting on Stericycle's behalf conducts business with honesty, integrity, and respect for the law. It is the responsibility of all Stericycle team members to report, in good faith, any violations or suspected violations of this Code, any of Stericycle's internal policies or procedures, or any laws or regulations.

Team members who wish to report questionable behavior and/or a possible violation of the Code, any of Stericycle's internal policies or procedures, or any law or regulation, should promptly:

- Raise the concern through standard management channels, a Human Resources representative, the Legal Department, or Stericycle's Office of Ethics and Compliance, or
- Raise the concerns via Stericycle's Ethics Line, where team members may have the option of reporting many concerns on an anonymous basis, consistent with Ethics Line Procedures. All reports made via the Ethics Line will be submitted to the Stericycle Office of Ethics and Compliance, in accordance with local law, for further review and investigation where appropriate and consistent with Stericycle's privacy guidelines. Information on submitting a report via either telephone or online may be found at: <https://secure.ethicspoint.com/domain/media/en/gui/43922/index.html>

For additional information, please refer to Stericycle's Escalation and Investigation Policy.

## Non-Retaliation

Stericycle will handle all inquiries discreetly and make all appropriate efforts to maintain the confidentiality to the extent permitted by law of anyone requesting guidance or reporting questionable behavior and/or possible violation. Stericycle prohibits retaliating against anyone for raising a legal or ethical concern or cooperating with an investigation.

Retaliation also can be against the law, leading to potential civil liability and criminal penalties. No one may seek revenge against, or try to "get even" with, any colleague who makes a good faith report, regardless of who is implicated. The Company takes retaliation very seriously. Reported incidents of retaliation will be investigated and appropriate disciplinary action taken, up to and including termination of the retaliator's employment. Any team member who feels like they have been a victim of retaliation, or been subjected to any action that discourages making further or future reports of questionable behavior, should submit a report following the process outlined above.

# STERICYCLE'S WORKPLACE COMMITMENTS

---

## Provision and Place of Employment

We treat all Stericycle team members with dignity, respect and fairness. Our team members are expected to commit their best efforts to Stericycle's success, to act prudently with Company property and to treat all those within and outside the Company with equal regard for dignity, respect and fairness.

## Workplace Violence

We are committed to a workplace free from violence. Stericycle does not tolerate threats, intimidation, aggressive behavior, physical harm, or other violence of any kind. Team members who believe that the safety of any team member is in jeopardy should contact a supervisor, manager or Human Resources representative immediately.

## Drugs and Alcohol

Stericycle maintains a work environment free of drugs and alcohol. The use of drugs and alcohol on the job can endanger team member lives. The use, transfer, sale or possession of illegal drugs, alcohol or other controlled substances at a Stericycle facility is prohibited. Subject to local work rules and/or applicable law, violation of this policy will result in disciplinary action up to, and including, termination.

## Equal Opportunity

Stericycle is committed to providing equal opportunity and non-discrimination in all areas of employment, including recruitment, hiring, assignments, transfers, promotions, demotions, compensation, working conditions and training.

Stericycle does not and shall not tolerate any form of discrimination on the basis of race/ethnicity, color, national origin, ancestry, sex/gender, gender identity/expression, sexual orientation, marital/parental status, pregnancy/childbirth or related conditions, religion, creed, age, disability, genetic information, veteran status, or other protected status.

## Respectful Communication

Stericycle communicates with team members in an open, honest and timely manner in all matters that affect them. We encourage feedback in order to ensure a two-way flow of communication between management and team members. Stericycle does not tolerate harassment in any form including but not limited to sexual harassment, verbal abuse, intimidating behavior, threats or assault. We take allegations of harassment and unlawful discrimination seriously and address all such concerns that are raised.

## Safety

Stericycle values the safety of our team members, customers, and contractors. We are committed to offering safe products and services, and providing a safe work environment for every team member

through shared participation in our safety program. We recognize the importance of respecting all of our resources, especially our valued team members, their workplaces, and materials.

At the core of our safety excellence program is our safety vision. Our shared safety vision means we strive to ensure that:

- All Stericycle locations are injury and accident-free
- Every team member is continuously engaged in improving safety
- Stericycle is globally recognized as an industry leader in safety and health performance

In fulfilling this vision, Stericycle will provide and maintain a safe and healthy work environment and business practices in compliance with legislative requirements and industry standards wherever we do business. Established safe work procedures and policies will serve as the basis for leadership and global accountability for safe and effective work at our company.

Stericycle management will provide team members with the required training, continual guidance, supervision, and evaluation in the safe completion of their job tasks and the use of safety materials. This, in conjunction with every team member's commitment to promote and abide by safe work practices, will ensure consistency in our safe work practices. At all levels of our organization, the shared safety obligation to our team members, clients and communities shall be an ongoing driver for the success of our business. Safety is a critical component of our commitment to delivering exceptional service.

## **Team Member Privacy**

Stericycle and its authorized contractors collect and maintain personal information relating to team member employment including compensation health care and benefits information. Stericycle has policies that are intended to protect information wherever it is stored or processed.

Personal items, messages or information considered private should not be placed or kept anywhere in the Stericycle workplace. Stericycle may ask to search a team member's personal property in accordance with applicable law and other standards. Team members, however, should not access another team member's work space, including electronic files, without approval from the appropriate Vice President or a member of management.

## **Personal Use of Company Property**

Stericycle provides team members with Company property for business purposes. This includes Confidential Information, Company vehicles, and "technology tools" (such as computers, voice and data networks, and services and equipment relating to telephones, internet access, e-mail, photocopy equipment, software, wireless technologies, removable electronic media, laptops, tablets, smartphones, and personal data/digital assistants (PDAs)). With the exception of "technology tools", which are discussed in a separate section below, Company property may be used only for business purposes.

Company trucks, vehicles and heavy equipment are to be used only for the express purpose of providing services to our customers. Company trucks or vans should never be used for any other reason without prior written approval from the appropriate Vice President or a member of management.

## Appropriate Use of Technology Tools

Stericycle encourages team members to use its “technology tools” primarily for business-related purposes.

Non-work related use of technology tools is generally not encouraged. Every user has a responsibility to use technology tools – all of which are the property of the Company – in a productive, secure, ethical, and lawful manner. Team members should not view their personal use of Stericycle’s technology tools as private and should be aware that their usage may be audited or reviewed by the Company at any time, with or without notice to the team member, in accordance with applicable law.

The viewing and distribution of illegal, improper and offensive materials can have a number of negative effects on team members, our customers and our work environment. Stericycle will not tolerate use of its technology tools for viewing, downloading, printing, storage or distribution of illegal, improper or otherwise offensive materials. Illegal, improper and offensive materials include, but not limited to: racial slurs; sexually explicit and/or offensive websites or jokes; and, any other derogatory material that may constitute a violation of applicable law or Company policy. Reports of any irregularity regarding the use of technology tools are to be brought to the attention of senior management and/or Human Resources and appropriate disciplinary action may be taken. Nothing in this Appropriate Use of Technology Tools section is designed to interfere with, restrain, or prevent team member communications regarding wages, hours, or other terms and conditions of employment.

## Social Media

Stericycle respects the right of team members to participate in social media/networking activities. However, Stericycle employees must also ensure that any statements issued by the Company are accurate, appropriate, and otherwise comply with the law and the Company’s obligations. In addition, it is the right and duty of the Company to ensure compliance with confidentiality and information security policies to protect against unauthorized disclosure of sensitive information.

Unless specifically instructed, team members are not authorized to speak on behalf of Stericycle. Team members also are expected to protect the privacy of Stericycle team members, customers and Company information. Team members are prohibited from improperly disclosing proprietary and nonpublic Company information or confidential personal team member and non-team member information. Such information includes customer information, trade secrets, Company confidential financial information, and strategic business plans. Such information does not include a team member’s disclosure of his or her own wages, benefits or terms and conditions of employment.

Team members cannot post any photographs or video that would disclose proprietary and nonpublic Company information without the prior consent of Stericycle. Furthermore, team members cannot post photographs of other team members, customers, vendors, or suppliers without the prior consent of the individual(s) and/or authorized business leaders for such customers, vendors, or suppliers.

Team members should take care not to use social media as a forum to otherwise violate the company’s policies supporting a safe and non-discriminatory work place, such as by threatening fellow team members online. Team members who violate this policy may be subject to corrective action, up to and including termination of employment. For questions on the Social Media Code of Conduct, please contact a manager or Human Resources Representative.

## Labor Rights

Stericycle respects the right of team members to participate in any activities related to the exercise of team members' rights to engage in organizing or concerted activity protected by the National Labor Relations Act or equivalent local legislations in the jurisdictions in which Stericycle operates. Although we expect our team members to adhere to our guidelines, nothing in this Code should be considered to limit those rights.

## Information Security and the Protection of Confidential Information

Our Company has access to highly sensitive information, including personal health information, of our customers and their employees. The Company also may create confidential proprietary information in the course of our business. Information security and the protection of confidential information are thus very important to the Company and its success. All team members must understand and comply with policies to protect this information from compromise. The law and our obligations to customers and team members require that we protect all of the confidential information, including personal information, protected health information, and proprietary information, that we generate, collect and destroy, or otherwise maintain. Data privacy laws vary by jurisdiction; Stericycle is committed to handle personally identifiable information only as allowed by local law.

Team members must adhere to Company policies for secure disposal and other information security requirements. In addition to the potential for misuse of personal information, such as through identity theft, the disclosure of confidential information, whether intentional or accidental, can adversely affect our reputation. To avoid inadvertent disclosure, team members should never discuss with any unauthorized person information that Stericycle considers confidential or which Stericycle has not made public. Note that nothing in this Information Security and the Protection of Confidential Information section prohibits a team member's disclosure of his or her own wages, benefits or terms and conditions of employment.

In addition to complying with good information security practices, team members must promptly report any concerns of unauthorized access, acquisition or misuse of personal or other confidential or sensitive information, or any concerns that the security of Stericycle's systems have been compromised to their immediate supervisors.

When each team member joined Stericycle, he or she was required to sign an agreement under which he or she assumed specific obligations relating to the treatment of confidential information. All team members are required to comply with all Company policies as they may change from time to time to improve our information security and confidentiality processes. Violations of these policies could severely undermine the security and integrity of our systems and the information we handle for our customers. Violations of these policies may lead to disciplinary action up to and including termination.

## Using Trademarks and Service Marks

It is important that team members properly acknowledge and use Stericycle trademarks and service marks as well as the trademarks and service marks of other companies. Specifically, team members should always ensure that a trademark or service mark is spelled correctly and written the way the owner of the trademark or service mark writes it. Trademarks should never be used as a generic product name. When a Stericycle trademark or service mark is mentioned in a publication for the first time, indicate that it is a trademark or service mark of Stericycle. For questions about trademarks or service marks, consult Stericycle's Legal Department.

# STERICYCLE'S COMMITMENTS TO THE MARKETPLACE

---

## Supplier and Contractor Relations

Stericycle must maintain a consistent and favorable relationship with quality suppliers and contractors. To this end, we are committed to a policy of openness and honesty with regard to tender, purchase, payment, receipt, use, and cancellation/return of supplies or contracted services. In return, Stericycle seeks and expects a commitment to total value, considering price, specifications, technology, reliability, information security, safety, service, delivery and environmental performance.

Team members should always observe the following standards with all partner organizations to Stericycle:

- Never make misrepresentations or dishonest statements.
- In deciding among competing suppliers, weigh all the facts to determine the best supplier.
- Whether in a position to influence decisions involving the evaluation or selection of suppliers or not, do not exert or attempt to influence to obtain "special treatment" for a particular supplier. Even to appear to do so can undermine the integrity of our established procedures.
- Act with the highest ethical standards and in line with Stericycle's Anti-Corruption Policy.

## Conflicts of Interest

It is Stericycle's policy that we conduct business in accordance with the highest ethical and moral standards. As a general rule for recognizing conflicts, team members must avoid any activity that compromises their judgment, causes them to show undue favoritism to any party or causes them to receive a benefit of some kind. Any perceived or actual conflict of interest requires team members to provide full disclosure of all material facts for evaluation by Stericycle as to the appropriateness of the proposed activity. You can contact the Office of Ethics and Compliance at [ethicsandcompliance@stericycle.com](mailto:ethicsandcompliance@stericycle.com) regarding any questions or concerns about what constitutes a conflict of interest.

To this end, Stericycle team members are prohibited from:

- Accepting or soliciting from any person who does business with Stericycle, or may have a prospective business relationship with Stericycle, any gift, gratuity, payment, meal or entertainment that could influence or reasonably give the appearance of influencing the Company's business relationship with that person;
- Directly or indirectly accepting any gift or payment in exchange for favorable treatment;
- Having an ownership interest in or serving as an official or consultant to any organization doing business with the Company where there is a possibility of the organization gaining preferential treatment due to the team member's position with Stericycle; or

- Using or disclosing any information about Stericycle for personal gain, or at the expense of the Company, or at the expense of an individual team member in any way with the Company.

## **Gifts, Entertainment, and Other Things of Value**

The exchange of business courtesies are normal and accepted business practices throughout the world and, when conducted appropriately, can enhance business relationships. However, providing gifts, hospitality expenses, entertainment or other things of value may present significant risk under applicable laws including the Foreign Corrupt Practices Act, the UK Bribery Act, the Canadian Corruption of Foreign Public Officials Act, and other, similar anti-corruption laws. Any such benefits must be provided in compliance with the Stericycle Anti-Corruption Policy and related procedures, and with all applicable laws in every country in which we do business.

No team member or any family member may solicit or accept from a supplier or customer gifts of money or any other gift, entertainment or other things of value that could influence or give the appearance of influencing Stericycle's business relationship with that supplier or customer. The acceptance of money, any gift, or any other thing of more than nominal value is strictly prohibited. Team members must notify a manager immediately if such gifts are delivered. Please refer to the Stericycle Anti-Corruption Policy for additional information.

## **Political Contributions**

Stericycle generally does not, directly or indirectly, make contributions or payments or otherwise give any endorsement of support that would be considered a contribution to political parties or candidates. This includes contributions made through intermediary organizations, such as political action committees or campaign funds, with the exception of contributions through the Stericycle PAC. Team members must not make any such contributions as a representative of Stericycle.

Both within the U.S. and around the world, direct or indirect contributions to any government officials (including their representatives or family members) that are intended to gain preferential treatment for our Company are always prohibited. For additional information, please refer to the Stericycle Anti-Corruption Policy.

## **Integrity of Recordkeeping/Accounting**

Stericycle documents a wide range of its activities and relies upon the integrity of its records to make important business decisions and take actions. Therefore, it is essential that all records are accurate and complete and effective internal controls are maintained. All Company books, records, and accounts must accurately reflect the nature of the transactions recorded. No false or artificial entries shall be made for any purpose. Dishonest reporting practices are strictly prohibited.

# STERICYCLE'S COMMITMENTS TO THE COMMUNITY

---

## U.S. and Non-U.S. Governments

Stericycle is committed to interacting with our customers, working partners, competitors, co-workers, vendors, government and regulatory agencies, and the communities in which we operate around the world in a respectful, ethical manner and in full compliance with all regulatory and legal requirements.

## Compliance with the Laws, Rules and Regulations

We strictly obey the laws and regulations that govern our business in the countries in which we operate. We are responsible for understanding these laws and regulations as they apply to our jobs and for preventing, detecting, and reporting instances of non-compliance. Every team member must conduct themselves, at the Company or when acting on its behalf, in a manner which is in full compliance with all applicable laws rules and regulations in the countries in which we operate as well as with all of Stericycle's policies and procedures.

## Antitrust Laws

The antitrust laws of the United States and of other countries are designed to preserve and protect competition in goods and services. Every team member must comply with the antitrust and competition laws of the countries in which we do business. Any business activities involving our competitors should be conducted cautiously and in a manner that does not violate these laws. Agreements between competitors relating to prices or allocations of territories or customers are unlawful.

All team members must comply with all applicable antitrust laws and all Company antitrust policies, procedures, rules and practices. This includes: (i) seeking Legal Department guidance before entering into any agreement that might unreasonably restrain trade; (ii) refraining from exchanging competitively sensitive information with competitors; (iii) exercising caution when participating in activities that may provide an opportunity for competitors to interact and exchange such competitively sensitive information; and (iv) not engaging in unilateral conduct that would unreasonably restrain competition (e.g., attempting to illegally monopolize a product or service).

For additional information, please refer to Stericycle's Antitrust Policy.

## Anticorruption Laws

The Organization for Economic Cooperation and Development's Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and implementing legislation, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act 2010, the Brazil Clean Companies Act, and the Canada Corruption of Foreign Public Officials Act, in addition to similar legislation in many countries in which we do business, prohibit or restrict the provision of payments or anything of value, directly or indirectly, to Government Officials, Customers, or political parties. Improper activities are not limited to cash payments and can include suspicious business arrangements and excessive or unnecessary travel, gifts, entertainment and meals. Stericycle abides by applicable anticorruption laws of the United States, Canada, the UK, and all the countries in which we do business. We expect all Stericycle team members

and Third Party Representatives, regardless of what country they work in, to run their business in adherence with these regulations. Penalties for anticorruption violations can include severe fines and/or imprisonment along with debarment/sanctions from doing business both domestically and overseas. It is important to consult with the Legal Department before engaging in any foreign business transactions/relationships. For additional information, please refer to Stericycle's Anti-Corruption Policy.

## Community and Environmental Safety

We recognize Stericycle's activities take place within the context of a wider community, not just between the Company and the team member or the customer. We are committed to responding quickly and effectively to any incidents or activities that could negatively impact the results of our operations. This commitment also includes the safe disposal of waste and the honest reporting of environmental spills and accidents. All team members are instructed to act promptly in the means of preventing, containing, cleaning up and reporting any incident that may be hazardous to the environment.

## Government Reimbursement and False Claims Act

U.S. federal and state false claims acts and similar laws in other countries prohibit submitting a false claim or making a false record or statement in order to gain reimbursement from, and/or avoid an obligation to, a government-sponsored program, such as Medicare or Medicaid. We adhere to all applicable laws, regulations and program requirements when billing federal or state health care programs.

## Government Requests and Subpoenas

It is our policy to cooperate with reasonable requests for information from government agencies and regulators. All team members are required to notify the Stericycle Office of Ethics and Compliance and/or the Legal Department before responding on behalf of the Company to a government notice, subpoena, search warrant, request for an interview or other non-routine request for access to information related to Company matters. Team members should always cooperate fully and be truthful in any information provided to the government. Team members may not alter, withhold or destroy records related to an investigation.

## Insider Trading

In the course of employment at Stericycle, team members may become aware of information about Stericycle, or other companies, that has not been made public. The use of such non-public or "inside" information about Stericycle, or another company, for personal financial or other benefit not only is unethical, but also may be a violation of law. U.S. law makes it unlawful for any person who has "material" non-public information about a company to trade the stock or other securities of the company or to disclose such information to others who may trade. Violation of such laws may result in civil and criminal penalties, including fines and jail sentences. Stericycle will not tolerate the improper use of inside information. These prohibitions also apply outside the U.S.

Material inside information is information that is not available to the general public and that (i) would be reasonably likely to affect the market price of Stericycle stock if and when publicly disclosed or (ii) an investor would be reasonably likely to consider important in deciding whether to buy, hold or sell Stericycle stock. Some examples might include non-public information about: Stericycle's financial performance, including earnings; acquisitions or other business combinations; divestitures; threatened or pending litigation or regulatory enforcement actions; major strategic announcements and other significant activities affecting Stericycle.

In order to ensure compliance with the federal securities laws, the following guidelines apply to all team members and all trading in Stericycle common stock and other securities. Team members may purchase or sell Stericycle common stock and other securities as desired at any time as long as stock and securities are not purchased or sold:

- During an earnings blackout
- During a special blackout
- When possessing “inside” information

For additional questions, please contact a manager or a member of the Legal Department.

## COMPLIANCE PROGRAM INFORMATION AND CONTACTS

---

The key components of Stericycle’s Compliance Program include this Code, policies, training, communications, auditing, monitoring, and remediation of wrongdoing. Stericycle has also developed a risk assessment program that helps evaluate operations and resources allocation to help mitigate risk.

Team members have a responsibility to report irregularities related to compliance and integrity. Many people are available in the Company to help with advice or information about our compliance program or reporting concerns. For any questions about the Code or concerns about its implementation, please contact:

Office of Ethics and Compliance at **[ethicsandcompliance@stericycle.com](mailto:ethicsandcompliance@stericycle.com)**;

Human Resources at **1-866-308-9097**; or outside the U.S. see the company directory for your local Human Resources Department;

Legal Department at **[legaldepartment@stericycle.com](mailto:legaldepartment@stericycle.com)**.

Alternatively, Stericycle maintains an Ethics Line where team members may have the option of reporting many concerns on an anonymous basis, consistent with Ethics Line Procedures. All reports made via the Ethics Line will be submitted to the Stericycle Office of Ethics and Compliance, in accordance with local law, for further review and investigation where appropriate and consistent with Stericycle’s privacy guidelines. Information on submitting a report via either telephone or online may be found at:

<https://secure.ethicspoint.com/domain/media/en/gui/43922/index.html>