



ANTICORRUPTION POLICY

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ANTICORRUPTION POLICY

POLICY: Stericycle, Inc. is committed to the highest standard of integrity in our business practices, as set forth in the Code of Business Conduct and Ethics.

This Policy has been adopted to further that commitment by ensuring compliance with the principles and objectives of the Organization for Economic Cooperation & Development's Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the "**OECD Convention**") and implementing legislation, including the U.S. Foreign Corrupt Practices Act ("**FCPA**"), the U.K. Bribery Act 2010 ("**Bribery Act**"), the Canada Corruption of Foreign Public Officials Act ("**CFPOA**"), and the Brazil Clean Companies Act, collectively, along with any other applicable laws, "**Anticorruption Legislation.**" These laws, and various local laws throughout the world, prohibit or restrict the provision of payments or Anything of Value, directly or indirectly, to Government Officials, Customers, or political parties.

This Policy applies to all directors, officers, and employees of Stericycle, Inc., and its Controlled Entities (collectively, "**Stericycle**"), and, where necessary and appropriate, Third Party Representatives. For entities in which Stericycle does not have a controlling interest, Stericycle will use its best efforts to implement this policy, or a substantially similar policy. In certain circumstances, Stericycle has adopted measures that are more restrictive than required by law because of its commitment to company values and its business reputation worldwide.

RESPONSIBLE OFFICE: The Office of Stericycle's General Counsel

DEFINITIONS:

Anticorruption Legislation: Implementing legislation of the OECD Convention, including the FCPA, Bribery Act, CFPOA, Brazil Clean Companies Act, and certain local laws applicable to Stericycle in the countries where it operates.

Anything of Value: Should be interpreted broadly and may include, but is not limited to, anything that has a monetary value or would constitute an advantage, financial or otherwise, to the recipient, such as cash or cash equivalent (*e.g.*, cashier's checks, money orders, bearer bonds, gift cards), travel expenses, entertainment, meals, gifts, favors, education expenses, services, charitable donations, political contributions, and intangible benefits, such as enhanced reputational, social, or business standing.

Charitable Contribution: Includes any donation of Stericycle funds, facilities, or services of any kind.

Controlled Entity: Any entity in which Stericycle 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: Includes 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.

Facilitating Payments: Payments made to Government Officials to expedite or secure the performance of a routine administrative action to which the payer is entitled ordinarily and which is commonly performed by the Government Official.

Government Official(s): Includes anyone who is a(n):

- a. Official (elected, appointed, or career) of a federal, state, local, or municipal government;
- b. Officer or employee of a government or a governmental agency or department;
- c. Officer or employee of a government-owned or government-controlled enterprise, company, or instrumentality;
- d. Officer, employee or representative of a government-owned or controlled organization including, but not limited to, not-for-profit organizations owned or controlled by the government;
- e. Official or employee of a public international organization (*e.g.*, UN, World Bank, EU, WTO, NATO);
- f. Individual acting for or on behalf of a government or any of the organizations referred to under (c) through (e) above, even though he/she may not be an employee of such government or organization;
- g. Official or employee of a political party and/or candidate for political office; and
- h. Individual who is considered a government official under applicable local law.

It is important to note that Government Official is broadly defined in this Policy and covers not only elected and appointed Government Officials, but also (among others) employees of government-owned or government-controlled entities.

Hospitality Expenses: Payments for, or related to, travel, accommodation, meals or entertainment.

Third Party Representative: Any outside party acting on behalf of Stericycle, including, but not limited to: agents and intermediaries, consultants, representatives, distributors, teaming partners, contractors and suppliers, consortia, and joint venture partners.

When reference is made to U.S. Dollar amounts that shall also mean foreign currency of an equivalent amount based on the current exchange rate.

I. RECORDKEEPING AND INTERNAL ACCOUNTING CONTROLS

- A. Stericycle employees must ensure that Stericycle's books and records (which include virtually all forms of business documentation) accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets. Accounts and other records of transactions must be complete and accurate.
- B. No Stericycle employee shall participate in falsifying any accounting or other business records. All recordings must reflect the true facts and nature of the transactions reported.
- C. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose.
- D. Stericycle employees must be proactive in managing and responding to accounting issues by ensuring complete and accurate records and informing appropriate supervisors or departments of questions, concerns, or suspicious accounting practices. Stericycle employees must also respond fully and truthfully to any questions from Stericycle's auditors. Adequate internal controls must be maintained to provide reasonable assurance that management is aware of and is directing all transactions ethically and in compliance with Stericycle policies.

II. PROHIBITED PAYMENTS

- A. Stericycle directors, officers, employees, and Third Party Representatives are prohibited from giving, paying, offering, authorizing, or promising to give or pay Anything of Value to a Government Official or political party, or to any person for the benefit of a Government Official or political party, with the intention of inducing or influencing a Government Official or political party to do or refrain from doing any official act, in order to assist Stericycle in obtaining or retaining business, directing business to any person, or securing an improper advantage in the conduct of business.
- B. Likewise, Stericycle directors, officers, employees, and Third Party Representatives are prohibited from giving, paying, offering, authorizing or promising to give or pay, directly or indirectly, Anything of Value to any other person—such as a Third Party Representative—at the request of a Government Official or political party or while suspecting or having reason to believe that the payment or promise to pay will be offered or given to any Government Official or political party for the purposes of inducing or

influencing a Government Official or political party to do or refrain from doing any official act, in order to assist Stericycle in obtaining or retaining business, directing business to any person, or securing an improper advantage in the conduct of business.

- C. Stericycle directors, officers, employees, and Third Party Representatives are further prohibited from giving, paying, offering, authorizing, or promising Anything of Value to a Customer to induce or reward the improper performance of the Customer's function or the breach of a duty owed by the Customer to his or her employer.
- D. In extraordinarily rare circumstances involving threats to life or safety, it may become necessary for a Stericycle director, officer, employee, or Third Party Representative to make a payment to a Government Official. Providing payments under these circumstances is not considered a violation of this Policy but must be reported, as soon as possible thereafter, to Stericycle's General Counsel. The Stericycle director, officer, employee, or Third Party Representative is also responsible for accurately describing the payment in his/her expense report so that it can be properly accounted for in Stericycle's books and records.
- E. A Stericycle director, officer, employee, or Third Party Representative must not provide Anything of Value, directly or indirectly, to any Government Official, political party, or Customer unless the Stericycle director, officer, employee, or Third Party Representative is doing so in accordance with this Policy or otherwise has the prior written approval of Stericycle's General Counsel.
- F. It is not an acceptable excuse or defense to a violation of this Policy that a prohibited payment was demanded or extorted by the recipient.

III. HOSPITALITY EXPENSES

- A. Under certain circumstances, payments for Hospitality Expenses could be considered to be prohibited payments under this Policy and the Anticorruption Legislation.
- B. In conjunction with other Stericycle policies and ethical business practices, all Hospitality Expenses, regardless of recipient, must be:
 - 1. Made in accordance with local law.

2. Reasonable, bona fide, and made for a legitimate business purpose.
3. Properly and transparently recorded and adequately documented in Stericycle's books and records.

IV. GIFTS AND PROMOTIONAL ITEMS

- A. Giving gifts to Government Officials, political parties, or Customers could be considered to be prohibited payments in violation of this Policy and the Anticorruption Legislation, even though gift-giving is customary in many business cultures. Therefore, gifts and promotional items offered or given to Government Officials, political parties, or Customers are subject to the following guidelines and will be evaluated in conjunction with other Stericycle policies and ethical business practices.
- B. In conjunction with other Stericycle policies and ethical business practices, all gifts and promotional items provided by Stericycle must be:
 1. Made in accordance with local law.
 2. Reasonable in size and value and given for a legitimate business purpose or on an appropriate occasion.
 3. Properly and transparently recorded and adequately documented in Stericycle's books and records.
- C. Further, Stericycle directors, officers, and employees must obtain **prior written approval** from Stericycle's General Counsel before offering to a Government Official or political party any gift with a fair market value in excess of US\$50.

V. FACILITATING PAYMENTS

Although certain countries' laws, such as the FCPA and the CFPOA, may permit Facilitating Payments, Stericycle's Policy is more restrictive. Because Facilitating Payments are prohibited by the laws of most countries, including the Bribery Act, Stericycle does not permit Facilitating Payments to be made.

- A. Stericycle employees will not make facilitating payments, except in exceptional circumstances. Facilitating Payments for a routine government action may not be offered or made by any Stericycle employee without the **prior written approval** of the General Counsel or his designee.

- B. Facilitating Payments will be approved only if they are: (i) nominal; (ii) legal under local laws; and (iii) not related to any decision to award new business to or continue doing business with a particular company, organization or person.
- C. Prior written approval of a Facilitating Payment will not be required, however, if the governmental action sought is an emergency matter concerning personal health or safety, so long as any such payment shall be reported promptly to the General Counsel or his designee.
- D. All Facilitating Payments must be immediately reported and fully disclosed to the appropriate finance employee and must be accurately recorded in Stericycle's books and records.

VI. POLITICAL CONTRIBUTIONS

Stericycle funds, facilities, or services of any kind may not be paid or furnished to any candidate for public office, to any political party or candidate or official thereof, or to any political initiative, referendum or other form of political campaign of Government Officials without the **prior written approval** of the Stericycle's CEO and General Counsel. Likewise, Stericycle directors, officers, and employees may not make political contributions through or on behalf of Stericycle to Government Officials without the **prior written approval** of the Stericycle's CEO and General Counsel.

VII. CHARITABLE CONTRIBUTIONS

Stericycle must ensure that Charitable Contributions are given only to bona fide charities and are used only for proper charitable purposes and not otherwise misapplied in violation of this Policy or the Anticorruption Legislation. **Prior written approval** by Stericycle's CEO and General Counsel of a Charitable Contribution to be made with Stericycle funds or otherwise on behalf of Stericycle is required.

VIII. PERSONAL CONTRIBUTIONS AND PAYMENTS

Nothing in this Policy shall preclude or affect personal contributions by Stericycle directors, officers, or employees from their personal funds and for personal reasons, *provided that* no Stericycle director, officer, or employee shall use his or her personal funds to make any payments or contributions on behalf of, or for the benefit of, Stericycle, in violation of this Policy.

IX. THIRD PARTY REPRESENTATIVES

1. As set forth in Section II, this Policy prohibits giving money or anything else of value to a Third Party Representative with knowledge that all or a portion of Anything of Value will be offered, given, or promised, directly or indirectly, to any Government Official for an improper purpose.
2. Stericycle shall ensure that any joint venture will make and keep accurate books and records and devise and implement a system of internal accounting controls.
3. Before entering into any merger or acquisition agreement, Stericycle shall conduct a due diligence inquiry and take other pre- and post-merger/acquisition steps, including obtaining **prior written approval** of the transaction from Stericycle's General Counsel or in accordance with Stericycle's Acquisition Authorization Policy. Stericycle shall ensure that merger or acquisition counterparties have abided by, and agree to abide by, the Anticorruption Legislation, irrespective of whether those counterparties are subject to it, and agree to abide by this Anticorruption Policy in connection with any agreement.

X. TRAINING

Stericycle will provide training concerning this Policy and the Anticorruption Legislation to Stericycle directors, officers, and employees, and, where necessary and appropriate, Third Party Representatives, on a regular basis. Stericycle's General Counsel may require that certain personnel receive additional, specialized training because of the nature of their role and responsibilities on behalf of Stericycle. Stericycle's General Counsel may also suggest that certain Third Party Representatives receive anticorruption training.

XI. MONITORING

Stericycle will undertake to review the provisions and implementation of this Policy on a periodic basis. The reviews will assess the effectiveness of this Policy and propose enhancements as needed.

XII. COMPLIANCE

Violations of applicable Anticorruption Legislation can result in severe civil and criminal penalties. Failure to comply with this or related policies and procedures, or failure to report violations or suspected violations, may be a violation of law, and will be grounds for disciplinary action, up to and including termination. In addition, specially designated directors, officers, and employees may be asked to certify annually that they have read this Policy and are in compliance with its provisions.

XIII. REPORTING POTENTIAL VIOLATIONS

- A. It is the responsibility of all Stericycle employees to report any violations or suspected violations of this Policy or the Anticorruption Legislation.
- B. Any Stericycle employee with questions about this Policy or information concerning possible violations should contact his or her supervisor, Stericycle's General Counsel, or the Human Resources Department. Stericycle employees may also report issues or communicate concerns anonymously through the Stericycle Ethics Line. The phone number can be found in Stericycle's Code of Business Conduct and Ethics.
- C. As stated in the Code of Business Conduct and Ethics, it is Stericycle policy to ensure that no retaliation occurs as a result of any Stericycle employee raising a business conduct or ethical issue or reporting a perceived violation of Stericycle policy or the law.

APPROVED BY THE CHIEF EXECUTIVE OFFICER

Action Needed: Read, Sign, and Return to Your HR Partner

Acknowledgment and Receipt

I have read and understand Stericycle’s Anticorruption Policy (the “Policy”). I will adhere in all respects to the ethical and legal standards described in the Policy. I will endeavor to cause fellow team members of Stericycle to comply with the Policy.

I further confirm my understanding that any violation of the Policy that I commit may subject me to appropriate disciplinary action in line with the Company’s Corrective Action and Progressive Discipline Policy.

Signed: _____

Name: _____

Title/Position: _____

Branch/Department: _____

Date: _____