



ANTICORRUPTION POLICY

ANTICORRUPTION POLICY

1.0 PURPOSE

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 includes compliance with all applicable laws and regulations in the countries where Stericycle operates, 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 anticorruption 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. The purpose of this Policy is to provide standards of conduct for Stericycle, its affiliates, and subsidiaries to comply with Anticorruption Legislation.

2.0 SCOPE

This Policy applies to all team members and board members 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.

3.0 DEFINITIONS

Anticorruption Legislation: Implementing legislation of the Organization for Economic Cooperation & Development’s Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (“OECD Convention”), including the FCPA, Bribery Act, CFPOA, Brazil Clean Companies Act, and other anticorruption laws applicable to Stericycle in the countries where it operates.

Anything of Value: The term “Anything of Value” should be interpreted broadly and may include, but is not limited to, anything that has a value to the recipient 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, 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: 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, non-discretionary 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):

- Officer (elected, appointed, or career) or employee of any department, agency, or instrumentality of a government (federal, state, or local);
- Person acting in an official capacity for or on behalf of a government or any department, agency, or instrumentality of a government;
- Officer or employee of a government-owned or government-controlled (in whole or in part) enterprise, organization, company, or instrumentality;
- Official or employee of a public international organization (*e.g.*, UN, World Bank, EU, WTO, NATO);
- Individual acting for or on behalf of a government or any of the organizations referred to above, even though he/she may not be an employee of such government or organization;
- Official or employee of a political party and/or candidate for political office; and
- 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.

4.0 OWNERSHIP/RESPONSIBILITIES

The Office of the President, in care of the Vice President of Compliance, has ownership of this Policy.

5.0 POLICY STATEMENT

5.1 Prohibited Payments

Stericycle team members, board members, and Third Party Representatives are prohibited from giving, promising, offering, or authorizing Anything of Value, either directly or indirectly, to a Government Official, personnel of a Customer, or any other person, for the purpose of influencing any act or decision of such person to secure an improper advantage or to otherwise obtain or retain business.

Stericycle team members, board members, and Third Party Representatives are prohibited from giving, promising, offering, or authorizing Anything of Value to any party with “knowledge” that all or part will be offered or given to a Government Official, personnel of a Customer, or any other person for an improper purpose. As used here, “knowledge” means (i) awareness that an improper payment is being made, (ii) awareness that an improper payment is likely to occur, or (iii) reason to know that an improper payment is likely to occur. Refusal to know, deliberate ignorance, conscious disregard, and willful blindness are treated as “knowledge” for purposes of this Policy.

Similarly, Stericycle team members, board members, and Third Party Representatives may not solicit, accept, or attempt to accept, directly or indirectly, a bribe, kickback, or other improper benefit in connection with a transaction contemplated or entered into by Stericycle. If any Government Official, personnel of a Customer, or any other person solicits Anything of Value from a Stericycle team member, board member, or Third Party Representative, he or she shall refuse such solicitation or request and immediately report the event to Compliance or Legal personnel.

5.2 Safety Payments/Extortion Demands

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.

In extraordinarily rare circumstances involving threats to life or safety, it may become necessary for a Stericycle team member, board member, or Third Party Representative to make a payment to a Government Official or other person. 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 team member, board member, 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.

5.3 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.

5.4 Hospitality Expenses

Under certain circumstances, payments for Hospitality Expenses for a Government Official, personnel of a Customer, or any other person could be considered to be prohibited payments under this Policy and the Anticorruption Legislation.

In conjunction with other Stericycle policies and ethical business practices, all Hospitality Expenses, regardless of recipient, must be:

- Made in accordance with local law.
- Reasonable, bona fide, and made for a legitimate business purpose.
- Properly and transparently recorded and adequately documented in Stericycle's books and records.
- In compliance with Stericycle's Guidelines for Hospitality Expenses and Gifts.

5.5 Gifts and Promotional Items

Giving gifts to Government Officials, personnel of a Customer, or any other person 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, personnel of a Customer, or any other person are subject to the following guidelines and will be evaluated in conjunction with other Stericycle policies and ethical business practices.

In conjunction with other Stericycle policies and ethical business practices, all gifts and promotional items provided by Stericycle must be:

- Made in accordance with local law.
- Reasonable in size and value and given for a legitimate business purpose or on an appropriate occasion.
- Properly and transparently recorded and adequately documented in Stericycle's books and records.
In compliance with Stericycle's Guidelines for Hospitality Expenses and Gifts.

5.6 Political Contributions

Stericycle generally does not make contributions or payments or otherwise give an endorsement of support that could be considered a contribution directly or indirectly to political parties or candidates unless such contributions are made centrally through the Stericycle PAC. While Stericycle team members remain free, in their individual capacities, to make contributions directly to candidates and political party committees of their choice, any such individual contributions should not be attributed to Stericycle and may not be made for a purpose that is in any way inconsistent with this Policy.

5.7 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 [the Office of Ethics and Compliance] of a Charitable Contribution to be made with Stericycle funds or otherwise on behalf of Stericycle is required.

5.8 Personal Contributions and Payments

Nothing in this Policy shall preclude or affect personal contributions by Stericycle team members or board members from their personal funds and for personal reasons, provided that no Stericycle team member or board member 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.

5.9 Recordkeeping and Internal Accounting Controls

Stericycle team members 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.

No Stericycle team member shall participate in falsifying any accounting or other business records. All recordings must reflect the true facts and nature of the transactions reported.

No undisclosed or unrecorded fund or asset may be established or maintained for any purpose.

Stericycle team members 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 team members 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.

5.10 Third Party Representatives

As set forth in Section 1, 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, personnel of a Customer, or any other person for an improper purpose.

Stericycle team members must conduct reasonable anticorruption due diligence before engaging a Third Party Representative [that may interact with Government Officials on Stericycle's behalf or engage in the sale or distribution of Stericycle's products or services outside the United States]. The type of due diligence should be commensurate with the potential risk based on the nature of the services to be performed by the Third Party Representative, any historical experience with the Third Party Representative, country where services are to be performed, and any specific concerns identified.

Contracts with Third Party Representatives [that may interact with Government Officials on Stericycle’s behalf or engage in the sale or distribution of Stericycle’s products or services outside the United States] must be in writing and must specify in reasonable detail the services to be provided. The length and scope of the engagement must be consistent with a bona fide business need. Such contracts must contain appropriate anticorruption representations and must be approved by the [Office of Ethics and Compliance and the Legal Department].

5.11 Joint Ventures and Mergers and Acquisitions

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.

Before entering into any joint venture, merger, or acquisition agreement, Stericycle shall conduct a risk-based anticorruption due diligence inquiry and take other pre- and post- merger/acquisition steps, including obtaining prior written approval of the transaction from [the Legal Department and the Office of Ethics and Compliance .] Stericycle shall ensure that joint venture, merger, or acquisition counterparties have abided by, and agree to abide by, the Anticorruption Legislation, irrespective of whether those counterparties are subject to it.

5.12 Training

Stericycle will provide training concerning this Policy and the Anticorruption Legislation to Stericycle team members and board members and, where necessary and appropriate, Third Party Representatives, on a regular basis. The Office of Ethics and Compliance may require that certain personnel receive additional, specialized training because of the nature of their role and responsibilities on behalf of Stericycle. The Office of Ethics and Compliance may also suggest that certain Third Party Representatives receive anticorruption training.

6.0 ENFORCEMENT

6.1 Reporting Procedure

It is the responsibility of all Stericycle team members and board members to report any violations or suspected violations of this Policy or the Anticorruption Legislation.

Reports of violations or suspected violations should be reported to the Office of Ethics and Compliance. Any manager or other individual who receives a report of a violation or a possible violation should promptly report it to the Office of Ethics and Compliance. Stericycle team members 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.

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 team member raising a business conduct or ethical issue or reporting a perceived violation of Stericycle policy or the law.

6.2 Consequences for Violating this Policy

Violations of applicable Anticorruption Legislation can result in severe civil and criminal penalties. Failure to comply with this Policy 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 team members and board members may be asked to certify annually that they have read this Policy and are in compliance with its provisions.

7.0 RELATED POLICIES AND PROCEDURES

Code of Business Conduct and Ethics.

8.0 REQUESTS FOR ADDITIONAL INFORMATION, POLICY INTERPRETATION, AND IDENTIFICATION OF POLICY ADMINISTRATOR

If you have any questions about this Policy, please contact Lindsay Edgar, Vice President of Compliance, at EthicsandCompliance@stericycle.com or +1 (847) 607-2083.

9.0 REVISIONS/REVISION HISTORY

Revision Number	2
Effective Date	September 18, 2017
Last Review Date	September 18, 2017
Next Review Date	TBD

This Policy needs to 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 Office of Ethics and Compliance is responsible for reviewing and updating the Policy and for management of prior versions.