

## ANTI-CORRUPTION 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 Conduct. 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, along with any other applicable anti-corruption laws (collectively, “Anti-Corruption Legislation”). These laws, and various local laws throughout the world, prohibit bribes and improper payments of Anything of Value, directly or indirectly, to Government Officials and other Business Partners. The purpose of this Policy is to provide our global standards of conduct on bribery and corruption and address the different contexts where bribery and corruption may arise.

### 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 Controlled Entities, subsidiaries and affiliates (collectively, “Stericycle” or “Company”), and, where necessary and appropriate, Business Partners. 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, and related procedures.

Stericycle 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 Company values and its business reputation worldwide. Individual Stericycle entities may choose to adopt more restrictive rules or guidelines for Anti-Corruption efforts, 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

<b>Anti-Corruption Legislation</b>	Implemented 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, UK Bribery Act, CFPOA, , and other anti-corruption laws applicable to Stericycle in the countries where it operates.
<b>Anything of Value</b>	Includes 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, gift cards), travel expenses, entertainment, employment, meals, gifts, favors, education expenses, services, charitable donations, political contributions, and intangible benefits, such as enhanced reputational, social, or business standing.



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<b>Bribery</b>	To offer, promise or give Anything of Value directly or indirectly (through a third party) to any individual or entity for the purpose of improperly influencing the recipient or to gain an improper business advantage to benefit Stericycle .
<b>Gifts, Meals, and Entertainment</b>	Gifts, entertainment and hospitality exchanged between Stericycle Team Members and Business Partners or other third parties to enhance legitimate business relationships and/or further our mutual legitimate business interests.
<b>Business Partner</b>	Includes Stericycle vendors, suppliers, third parties, joint venture partners and Customers.
<b>Business Sponsor</b>	The Stericycle Team Member responsible for engaging, managing and confirming supplier activities.
<b>Charitable Contribution</b>	Includes any donation of Stericycle resources, funds, facilities, or services of any kind. It also includes donations of personal funds made to impact Stericycle's business.
<b>Corruption</b>	Dishonest or illegal behavior by persons in power (such as government officials or police officers) for personal gain.
<b>Controlled Entity</b>	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.
<b>Customer</b>	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.
<b>Facilitating Payments</b>	Typically, small 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. Sometimes referred to as "grease" payments.



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<p><b>Government Official(s):</b></p>	<p>Includes anyone who is a(n): agent, representative, official, officer, director, or employee of any government or any department, agency, or instrumentality thereof (including but not limited to any officer, director, or employee of a state-owned, operated or controlled entity, i.e. hospital, NATO, University) or of a public international organization, or any person or organization acting in an official capacity for or on behalf of any such government, department, agency, instrumentality, or public international organization. Including any candidate for political office.</p> <p>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 can extend to employees, third parties and/or contractors of government-owned or government-controlled entities acting in a commercial capacity (e.g., accounts payable clerk at a government-owned hospital, teacher at a State University).</p>
<p><b>Supplier/Vendor</b></p>	<p>Any non-employee or third party, regardless of title, who (i) provides goods or services to the Company; (ii) represents the Company; (iii) acts with discretion on the Company’s behalf; or (iv) acts jointly with the Company. Depending on the services provided by the Supplier or third party, and with whom they interact on behalf of Stericycle, the entity could be classified as a High-Risk Vendor or Third-Party Intermediary (3PI) as defined below.</p> <p><i>High Risk Vendor (“HRV”):</i> Any supplier that presents a heightened corruption risk due to its ownership, location, potential interactions with a government agency or government officials on behalf of Stericycle (e.g., consultants, logistics providers, sales or customs agents), or other factors. See Supplier Ethics Due Diligence Procedures for additional discussion of HRVs.</p> <p><i>Third Party Intermediary (3PI)</i> – A subset of HRVs who present the highest level of compliance risk to the Company. 3PIs are expected to regularly interact with government personnel on the Company’s behalf.</p>

#### 4.0 OWNERSHIP/RESPONSIBILITIES

The Office of Ethics and Compliance (OEC) has ownership of this Policy. Questions about the Policy can be directed to the OEC at [ethicsandcompliance@stericycle.com](mailto:ethicsandcompliance@stericycle.com).

#### 5.0 POLICY STATEMENT

##### 5.1 Prohibited Payments

Stericycle has zero tolerance for the payment or acceptance of bribes for any reason regardless of value. Stericycle Team Members are prohibited from:



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- Knowingly giving, offering, promising, or authorizing Anything of Value, either directly or indirectly through a third party, to a Government Official, a Customer, or any other person, to improperly influence any act or decision, to secure an improper business advantage, or to improperly obtain or retain business for Stericycle. As used here, “knowingly” means the Team Member knows or has reason to know (“should have known”) that an improper offer or payment is being made or is likely to occur. Refusal to know, deliberate ignorance, conscious disregard, and willful blindness are treated as “knowledge” for purposes of this Policy.
- Soliciting, accepting, or agreeing to accept, directly or indirectly, a bribe or other improper benefit in connection with a transaction contemplated or entered into by Stericycle.

Any Team Member who receives a request to provide Anything of Value to or from a Government Official, Customer, or any other Business Partner or entity shall first notify the OEC, or Legal team. . Requests to provide Anything of Value intended to improperly influence or reward official action (or inaction), or to gain an improper advantage for Stericycle, will not be approved. For more on requests to or from a Government Official, see Section 5.4 below.

### **5.2 Safety Payments/Extortion Demands**

In rare circumstances involving threats to life or safety, it may become necessary for a Team Member or Third Party Intermediary to make an improper 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 within 3 days to the OEC or Stericycle’s General Counsel. The Team Member or Third Party Intermediary is also responsible for accurately describing the payment in his/her expense report or other reimbursement tools, as applicable, so that it can be properly accounted for in Stericycle’s books and records.

### **5.3 Facilitating Payments**

Facilitating Payments made to Government Officials to expedite or secure the performance of a routine, non-discretionary administrative action are prohibited by Stericycle. Examples of such facilitating payments include preferential customs clearance, immigration visa processing, granting of permits or business licenses etc.

Payments to expedite some government processes, such as the U.S. expedited passport service, are permitted provided that such services are available to the general public for a published fee, and payment is made to the government entity offering the service, not to an individual person.

As a general rule, when working with government entities, ask yourself:

- Are you providing a payment to a government official to expedite a service for you or on Stericycle's behalf that is not published and made available to the general public?
- Do you have detailed accounting/documentation (Invoice/receipt/fee schedule) validating the expedited service?

### **5.4 Business Gifts, Meals, and Entertainment**

Under certain circumstances, business gifts, meals, and entertainment provided to or from Government Officials or other Business Partners and entities may be considered prohibited payments under Section 5.1 of this Policy, the Anti-Corruption Legislation or other applicable laws or regulations. In some jurisdictions,



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gifts, meals, and entertainment provided to Government Officials, even if appropriate and legal, may be required to be publicly reported by the Company. Therefore, they are subject to Stericycle's Gifts, Meals, and Entertainment Policy and the following requirements:

All gifts, meals, and entertainment involving a Government Official **must be approved in advance**, in writing, by the Country Manager **and** by the OEC.

Team Members who receive gifts, meals, or entertainment from a Government Official must disclose it to the OEC **within 10 days** after receipt (see Gifts, Meals, and Entertainment Policy Section 5.4 for the process).

All gifts, meals, and entertainment, regardless of recipient, must be permitted under the laws and policies of the intended recipient(s) and must be:

- Reasonable, bona fide, and provided for a legitimate business purpose or on an appropriate occasion (e.g. should not be tied to negotiating a supplier's contract with Stericycle, during tender processes).
- Properly and transparently recorded, accounted for, described and adequately documented in Stericycle's books and records.
- In compliance with the financial limits in Stericycle's Gifts, Meals, and Entertainment Policy.

### **5.5 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. In very limited circumstances, requiring prior written approval of the General Counsel, the Company may make a payment to a political candidate, party or campaign; advocacy group; or elected official.

A political contribution intended to improperly influence or reward official action (or inaction), or to gain an improper advantage for Stericycle, will not be approved.

Team Members are prohibited from (1) making political contributions on behalf of, or to directly benefit Stericycle from their own pocket/funds or (2) soliciting or using third parties to make political contributions on behalf of or to directly benefit Stericycle without General Counsel approval.

Where local law prohibits Political contributions, local law prevails and must be followed.

### **5.6 Charitable Contributions**

Stericycle generally provides charitable contributions only to non-governmental organizations (NGOs) or non-profit organizations that are in good standing with publicly available charity watchdog sites. Donations must be pre-approved in writing by the Charitable Donations Approval Committee. Please refer to the Charitable Donations Policy for requirements regarding charitable donations.

### **5.7 Recordkeeping and Internal Accounting Controls**

Stericycle must maintain adequate internal accounting controls to provide reasonable assurance that management is aware of, and is directing, all transactions ethically and in compliance with Stericycle policies. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose.

Stericycle Team Members must ensure that Stericycle's books and records accurately, completely, and fairly reflect, in reasonable detail, all transactions and dispositions of assets with supporting documentation. This includes payments related to gifts, meals, and entertainment and any other payments made to third parties. No Stericycle Team Member shall participate in falsifying or tampering with any accounting or other business



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records, including but not limited to time sheets, expense reports, manifests, invoices, etc. All recordings must reflect the true facts and nature of the transactions reported.

Stericycle Team Members must inform appropriate supervisors or departments of questions, concerns, or suspicious accounting practices in a timely fashion. Stericycle Team Members must also respond fully and truthfully to any questions from Stericycle's auditors (internal and external, as applicable).

### **5.8 Suppliers and Third-Party Intermediaries**

Bribes and other payments made by Stericycle that are prohibited under this Policy cannot be made directly or indirectly on the Company's behalf or to the Company's benefit by a Supplier or Third-Party Intermediaries. When engaging any new Supplier or Third-Party Intermediaries, the Stericycle Business Sponsor requesting/managing the relationship) must:

- Select the Supplier or Third-Party Intermediary in part on the basis of their reputation, qualifications, experience, ethical business practices and their willingness to comply with the requirements of this Policy and the Due Diligence process;
- Engage the Supplier or Third-Party Intermediary only where there is a legitimate business need for the goods/services to be provided;
- Inform the Supplier or Third-Party Intermediary of our expectation that they comply with all applicable Anti-Corruption Legislation;
- Participate in the OEC Due Diligence process before engaging the Supplier or Third Party Intermediary to be reasonably assured that they are not likely to engage in corrupt activities or be subject to applicable trade sanctions.
- The due diligence will be commensurate with the potential risk based on the country where services are to be performed, the nature of the goods or services to be provided, any historical experience with the Supplier or Third Party Intermediary, and any specific concerns identified. See Supplier Ethics Due Diligence Procedures or contact the OEC at [OECDueDiligence@stericycle.com](mailto:OECDueDiligence@stericycle.com) for further details on third party due diligence procedures.

Agreements with High-Risk Suppliers, including Third Party Intermediaries, must be in compliance with the **Procurement and Supplier Engagement Policy**. Such agreements must contain appropriate anti-corruption clauses as approved by the OEC or the Legal Department.

### **5.9 Joint Ventures and Mergers and Acquisitions**

Before entering into any joint venture, merger and acquisition agreement, Stericycle shall conduct a risk-based anti-corruption due diligence assessment and take other pre- and post-merger/acquisition steps consistent with the Stericycle Anti-Corruption Compliance Due Diligence & Integration Handbook. This includes obtaining prior written approval of the transaction from the Legal Department and the OEC. Stericycle shall take steps to reasonably ensure that joint venture, merger and acquisition counterparties have abided by, and agree to abide by, the Anti-Corruption Legislation, irrespective of whether those counterparties are subject to it. Stericycle shall further ensure that any joint venture will maintain accurate books and records and implement a system of internal accounting controls.

### **5.10 Exceptions**

Exceptions to this Policy should be considered only in the following circumstances:

1. Unforeseen circumstance – events or circumstances unanticipated at the time of policy creation that render compliance unduly burdensome or inapplicable.
2. Country Legal requirement – following a legal assessment, it is determined that the policy conflicts with new or unanticipated local laws/regulations.



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3. Business need – a clear business justification/need that cannot be met by adhering to the policy or procedure.

Requests for exceptions to compliance-related policies 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 Anti-Corruption 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.

### **5.11 Training**

Stericycle provides training concerning this Policy and Anti-Corruption Legislation to Stericycle Team Members on a regular basis. The OEC may at its discretion require that certain Team Members receive additional, specialized training because of the nature of their role and responsibilities at Stericycle. The OEC may also recommend that certain Suppliers and Third Party Intermediaries receive anti-corruption training.

## **6.0 ENFORCEMENT**

### **6.1 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](mailto: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.





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The local Ethics Line telephone numbers can be found at [www.stericycle.ethicspoint.com](http://www.stericycle.ethicspoint.com). Ethics Line reports can be made online through a secure website at [www.stericycle.ethicspoint.com](http://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.

### 6.2 Consequences for Violating this Policy

Violations of applicable Anti-Corruption 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 lead to disciplinary action, up to and including termination, based on local rules and regulations.

## 7.0 RELATED POLICIES AND PROCEDURES

- Code of Conduct
- Gifts, Meals, and Entertainment Policy
- Charitable Donations Policy
- Supplier Ethics Due Diligence Procedures
- Procurement and Supplier Engagement Policy
- Global Contracts Management Policy
- Global Government Relations Policy
- Anti-Corruption Compliance Due Diligence & Integration Handbook.
- Travel and Expense Policy

## 8.0 REVISIONS/REVISION HISTORY

Revision Number	4.0
Last Review Date	August 2023
Effective Date	September 2023
Next Review Date	August 2024

This Policy must be reviewed and approved annually 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 reviewing and updating the Policy and for management of prior versions.