

# STERICYCLE

## Rule 10b5-1 Trading Plan Guidelines

### Introduction

These guidelines are to be followed in connection with trading plans (each, a “plan”) for shares of the common stock of Stericycle, Inc. (“Stericycle”) adopted by employees or directors of Stericycle pursuant to Rule 10b5-1 of the Securities Exchange Act of 1934 (the “1934 Act”). Stericycle’s employees or directors are not required to enter into a plan to purchase or sell shares of Stericycle common stock, but such persons will be entitled to an affirmative defense to insider trading allegations if they effect trades under a plan that satisfies the requirements of Rule 10b5-1.

These guidelines are in addition to, and not in lieu of, the requirements and conditions of Stericycle’s Securities Trading Policy and Guidelines and Rule 10b5-1. Moreover, the broker that an employee or director uses to effect trades under a plan may impose on such person requirements in addition to those disclosed below. The General Counsel of Stericycle or his designee will interpret and administer these guidelines. Under appropriate circumstances, these guidelines may be waived or modified, but only with the prior approval of the General Counsel of Stericycle, after a careful consideration of all relevant facts and applicable law.

### Guidelines

1. A plan only may be adopted or amended during an open window period (when a Stericycle trading blackout is not in effect) under Stericycle’s Securities Trading Policy and Guidelines. This guideline is in addition to the requirement of Rule 10b5-1 that a person may not adopt or amend a plan while that person is in possession of material, non-public information regarding Stericycle.
2. The adoption of a plan, or the amendment of an existing plan, requires the approval of the General Counsel or his designee.

3. A plan covering the sale of shares issued upon the exercise of options or the vesting of equity awards, such as restricted stock units or performance stock units, must be undertaken through E\*Trade.
4. The first trade under a plan may not occur until at least 30 days after the date of the plan's adoption. The first trade under an amended plan may not occur until at least 30 days after the date the plan is amended.
5. If an employee or director terminates a plan early, (a) such person must promptly notify the General Counsel of such termination, and (b) such person may not adopt another plan until at least 30 days after the termination date of the prior plan.
6. An employee or director cannot have more than one plan in effect at the same time.
7. While an employee or director has a plan in effect, such person may not trade shares of Stericycle common stock outside the scope of the plan; provided, however, that, such person may make bona fide gifts of Stericycle common stock, or make purchases of Stericycle common stock through regular payroll contributions to company-sponsored plans such as the employee stock purchase plan.
8. A plan may not be in effect for more than two years from the date of its adoption.
9. Stericycle may disclose, by the issuance of a press release or 8-K, or an appropriate footnote to a Form 4, the adoption, material amendment or termination of a plan by a Stericycle employee or director subject to the reporting and trading requirements of Section 16 of the 1934 Act and the regulations promulgated thereunder.

Questions concerning these Guidelines should be addressed to the General Counsel of Stericycle.

March 2019