



Operations and Safety Committee Charter

Purpose

The Operations and Safety Committee (the “Committee”) of the Board of Directors (the “Board”) of Stericycle, Inc. (the “Company”) assists the Board in the oversight and review of (i) the Company’s operational objectives and initiatives, including transportation and logistics, an enterprise resource planning (ERP) system and technology-enabled operational improvements, and (ii) general safety and environmental matters, including related regulatory and compliance issues.

Membership

The Committee shall consist of at least three (3) members of the Board. A majority of the members of the Committee shall be independent as determined in accordance with the applicable standards of the U.S. Securities and Exchange Commission (“SEC”) and The Nasdaq Stock Market (“Nasdaq”). Each member of the Committee shall be appointed by the Board from among its members, after considering the recommendation of the Nominating and Governance Committee, and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier death, resignation or removal.

Responsibilities

The Committee shall have the following general responsibilities. The Committee may expand or modify these responsibilities as it considers necessary or appropriate in carrying out its duties:

Operations

- review matters relating to the performance of the Company’s operations, transportation and logistics, including key performance indicator results;
- review the Company’s operations strategy and associated budget;
- receive reports from management regarding the results of reviews and assessments of the Company’s operations functions;
- receive reports from management on operations strategy and trends that may affect the Company’s strategy;
- review and monitor operational risk exposure and risk mitigation strategies;

- review significant technology-related strategies and initiatives, including the ERP implementation;

Safety

- oversee significant policies, practices and performance with respect to providing a safe and healthy environment for employees, customers, contractors and the public;
- review the status of the Company's safety performance, including processes to ensure compliance with internal policies and goals and applicable laws and regulations;
- review and provide input to the Company on the management of current and emerging safety issues;
- review the annual strategy and resources of the Company's safety organization;
- review, at least annually, safety audit results and findings, action plans instituted pursuant to safety audits and findings made as a result of any investigations into significant occurrences;

Environmental Matters

- review and monitor (i) significant environmental strategies, (ii) significant matters pending before environmental regulatory agencies, and (iii) compliance with environmental laws and regulations, including any applicable metrics;
- oversee programs and policies with respect to protecting the environment, including the Company's sustainability efforts with respect to climate change and greenhouse gas emissions;

General

- perform and review an evaluation, at least annually, of the performance of the Committee and its members; and
- not less often than annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Procedures

The Chief Executive Officer of the Company shall serve as the Chair of the Committee. The Chair will regularly convene meetings, preside at, and prepare or oversee preparation of an agenda for each Committee meeting. The Chair of the Committee shall appoint a secretary (who need not be a member of the Committee) to prepare written minutes of the meetings. In the

absence of the Chief Executive Officer, the Committee may designate another member to serve as Chair.

The Committee shall meet as often as its members consider necessary to carry out the Committee's responsibilities, but not less than twice per year, at the call of the Chair or any two members of the Committee. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum and all actions of the Committee at a meeting at which a quorum is present shall be taken by majority vote. The Committee also may act by the unanimous written consent of its members. Directors who are not members of the Committee may attend meetings of the Committee but shall not be entitled to vote on any matter before the Committee. Additionally, the Committee may invite to its meetings members of management, employees of the Company, and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee shall make regular reports of its proceedings to the Board.

Resources and Authority

In discharging its responsibilities, the Committee shall have unrestricted access to the Company's books, records, facilities, management and other employees whose views the Committee may consider helpful. The Committee also shall have the authority to (i) retain outside technical consultants, advisors, and experts, including legal counsel, as it deems appropriate in its sole discretion, (ii) approve the fees and expenses of such consultants, advisors, and experts, and (iii) incur such other ordinary administration expenses as are necessary or appropriate in carrying out its duties.

Adopted: May 2020