

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

(Amendment No. )

☒ Filed by the Registrant

☐ Filed by a Party other than the Registrant

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material under §240.14a-12



**Stericycle, Inc.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

☒ No fee required

☐ Fee paid previously with preliminary materials

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

# 2024 PROXY STATEMENT



Protecting What  
Matters



# Our Company at a Glance

Stericycle is a global business-to-business services company. We provide an array of highly specialized solutions that protect the health and well-being of the people and places around us in a safe, responsible, and sustainable way. Since our founding in 1989, we have grown from a small start-up in medical waste management into a leader across a range of increasingly complex and highly regulated arenas, serving healthcare organizations and commercial businesses of every size through:

- Regulated waste management and compliance solutions
- Secure information destruction

Every organization today must comply with increasingly strict regulatory requirements and quality controls in the delivery of their core products or services. Large or small, businesses can't always do it on their own. They seek out Stericycle to help them protect what matters. We have the expertise and passion to take on many complicated and often behind-the-scenes services our clients don't always know how to do well but that ultimately make their businesses better.



Founded in 1989  
Headquarters in  
Bannockburn, IL



13,500+  
Team Members  
Worldwide



Presence in  
11 Countries



\$2.7 Billion  
2023 Revenue

NASDAQ

Public in 1996  
(NASDAQ: SRCL)

Because at Stericycle,  
we're shaping a healthier  
and safer world for  
everyone, everywhere,  
every day.





A Message from  
**Robert S. Murley**  
CHAIRMAN

Dear Fellow Stockholders:

On behalf of the Board of Directors, I invite you to attend our virtual 2024 Annual Meeting of Stockholders on Tuesday, May 21, 2024.

The Board values input from our stockholders. I meet regularly with our investors, and their input enhances the Board's decision-making and the guidance we provide to management.

In 2023, Stericycle remained focused on its five key business priorities – 1) quality of revenue; 2) operational efficiency, modernization and innovation; 3) ERP implementation; 4) debt reduction and debt leverage improvement; and 5) portfolio optimization. Highlights of the Company's progress in 2023 include:

- Generating organic growth\* of 2.2% with Regulated Waste and Compliance Services ("RWCS") contributing 4.2%.
- Upgrading more than 20 facilities, including installing five new autoclaves, six new conveyance systems, two new shredders, and an upgraded wastewater treatment plant at one of our incinerator facilities. The construction phase of our strategically located new incinerator in Nevada remains on schedule to finish in the first half of 2024, followed by the testing phase, regulatory phase, and then an eventual move into full production, targeted for 2025.
- Completing a major milestone with the deployment of our Enterprise Resource Planning (ERP) system for the U.S. RWCS business.
- Reducing our net debt to \$1.27 billion\* and our credit agreement defined debt leverage ratio to 2.85X at yearend, which was below our target of 3.0X for 2023.
- Executing eight divestitures and exiting six countries in 2023.

Our progress on these five priorities since 2019 has been significant and positions Stericycle to pivot to its next generation of key business priorities, which we will focus on for 2024 and beyond. These are 1) commercial and service excellence, 2) operational excellence, 3) digital implementation, and 4) strategic capital allocation. We anticipate these priorities will drive significant margin expansion and shareholder value over the next few years. As always, we remain committed to our responsibility to protect what matters, as we provide invaluable services to protect the environment and the safety of our customers and communities.

To our stockholders, we want to thank you for your investment and confidence in Stericycle. We look forward to continuing our engagement with you and building on our successes in 2024.

With gratitude for your confidence and support,

**Robert S. Murley**  
Chairman

\*For a description of the relationship of organic revenue to revenue, please refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the year ended December 31, 2023. Net debt is calculated as total debt less cash and cash equivalents as defined by the Company's credit agreement.



# Our Brand

The Stericycle brand is the essence of our organization. It's all-encompassing, including our mission and vision, core values, team members, products, and services.

## OUR PROMISE

**We protect what matters.**

## OUR MISSION

**To protect your health and well-being in a safe, responsible, and sustainable way.**

Our mission statement explains **WHAT** we protect (health and well-being) and **HOW** we do it every day (safely, responsibly, and sustainably).

## OUR VISION

**Shaping a healthier and safer world for everyone, everywhere, every day.**

Our vision explains the **ASPIRATION** for impact we will have on the **WORLD**. It also gives us the latitude to expand our suite of solutions beyond the workplace and into homes and communities.

## Our Pillars

The following four brand pillars are crucial elements of our brand messaging that set Stericycle apart from our competitors. They encompass the major themes, benefits, and selling points that make our brand unique.



**INNOVATION**



**PROTECTION**



**COMPLIANCE**



**ENGAGEMENT**

# OUR CORE VALUES

Delivering On Our Promise By Living Our Values



## WE PROTECT THE ENVIRONMENT

We work tirelessly to safeguard our earth, human health, and quality of life in communities around the world.



## WE ARE CUSTOMER DRIVEN

We deliver value to our customers through safe, compliant, and sustainable solutions. We never stop working to win the trust of customers.



## WE DO THE RIGHT THING

We hold ourselves to the highest ethical standards. Integrity is our compass and accountability our true north.



## WE ARE UNITED— ONE TEAM. ONE GOAL.

We deliver the strongest impact when we collaborate, harnessing the collective strengths, ideas, and expertise of our global team members to achieve great things.



## WE STRIVE FOR EXCELLENCE

We go above and beyond to deliver exceptional results, challenge the status quo, and constantly innovate.





## WE COMMIT TO SAFETY ALWAYS

We are committed to the safety and well-being of our team members and strive daily for a workplace with zero incidents and injuries.



## WE EMBRACE DIVERSITY & INCLUSION

We foster a culture of belonging that encourages, supports, and celebrates the diverse voices of our team members. It fuels our innovation and strengthens our connection to our customers and the communities we serve.



# The Global Impact of Our Service

Stericycle provides essential sustainability services that help protect communities from harmful wastes, enable recycling and alternative use opportunities, and lead to greater consumer safety and satisfaction. Here is a sample of the annual global impact of our services<sup>1</sup>:







We protect what matters.

# Notice of 2024 Annual Meeting of Stockholders

**Tuesday, May 21, 2024**  
**8:30 a.m. Central Time**

## DEAR STOCKHOLDER:

You are cordially invited to attend our 2024 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Tuesday, May 21, 2024 at 8:30 a.m. Central Time. The Annual Meeting will be a completely virtual meeting of stockholders. You may attend the online meeting, submit questions, and vote your shares electronically during the meeting via the internet by visiting [www.virtualshareholdermeeting.com/SRCL2024](http://www.virtualshareholdermeeting.com/SRCL2024). To enter the Annual Meeting, you will need the 16-digit control number that is printed in the box marked by the arrow on your Notice of Internet Availability of Proxy Materials. We recommend that you log in at least 15 minutes before the meeting to ensure that you are logged in when the meeting starts.

### At the Annual Meeting, you will be asked to consider and vote on the following matters:

1. election to the Board of Directors (the "Board") of the ten nominees for director named in this proxy statement;
2. an advisory vote to approve executive compensation (the "say-on-pay" vote); and
3. ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024.

Only stockholders of record at the close of business on the record date of March 22, 2024 are entitled to vote at the Annual Meeting.

It is important that your shares are voted, whether or not you attend the virtual meeting. You are encouraged to vote your shares, as instructed in the Notice of Internet Availability of Proxy Materials, as soon as possible. You may also follow the instructions on the Notice of Internet Availability of Proxy Materials to vote by telephone or request a paper proxy card, which will include a reply envelope, to submit your vote by mail. Your prompt response will help reduce solicitation costs incurred by us.

### For the Board of Directors

**Dated: April 5, 2024**  
**Bannockburn, Illinois**

A handwritten signature in black ink, appearing to read "Robert S. Murley".

**Robert S. Murley**  
*Chairman of the Board*

A handwritten signature in black ink, appearing to read "Cindy J. Miller".

**Cindy J. Miller**  
*President and Chief Executive Officer*

**Important Notice Regarding the Availability of Proxy Materials for the 2024  
Annual Meeting of Stockholders to be Held on May 21, 2024:**

**The Proxy Statement and 2023 Annual Report to  
Stockholders are available at [www.proxyvote.com](http://www.proxyvote.com)**

---

# Table of Contents

Page No.

<b>SUMMARY INFORMATION</b>	<b>3</b>
<b>ITEM 1 ELECTION OF DIRECTORS FOR A ONE-YEAR TERM</b>	<b>5</b>
<a href="#">Board Refreshment</a>	5
<a href="#">Snapshot of Current Directors</a>	5
<a href="#">Board Diversity Matrix</a>	6
<a href="#">Voting in Uncontested Director Elections</a>	6
<a href="#">Nominees for Director</a>	7
<a href="#">Director Qualifications</a>	11
<a href="#">Committees of the Board</a>	12
<a href="#">Sustainability at Stericycle</a>	15
<a href="#">Board Leadership</a>	18
<a href="#">Corporate Governance</a>	18
<a href="#">Code of Conduct</a>	23
<a href="#">Additional Information</a>	23
<a href="#">Communications with the Board</a>	23
<a href="#">Director Compensation</a>	23
<a href="#">Stock Ownership Guidelines</a>	25
<b>ITEM 2 ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION</b>	<b>26</b>
<b>COMPENSATION DISCUSSION AND ANALYSIS</b>	<b>27</b>
<a href="#">Executive Summary</a>	27
<a href="#">Executive Compensation Philosophy and Best Practices</a>	29
<a href="#">Our Compensation-Setting Process</a>	30
<a href="#">2023 Executive Compensation Overview</a>	31
<a href="#">2023 Compensation Program Highlights</a>	34
<a href="#">Our Executive Compensation Program for 2024</a>	38
<a href="#">Other Compensation Matters</a>	39
<a href="#">Compensation and Human Capital Committee Report</a>	42
<b>EXECUTIVE COMPENSATION</b>	<b>43</b>
<a href="#">2023 Summary Compensation Table</a>	43
<a href="#">2023 Grants of Plan-Based Awards</a>	45
<a href="#">2023 Outstanding Equity Awards at Fiscal Year-End</a>	46
<a href="#">2023 Option Exercises and Stock Vested</a>	48
<a href="#">Potential Payments Upon Termination or Change in Control</a>	49
<a href="#">Non-Qualified Deferred Compensation</a>	51



---

<b><u>ITEM 3 RATIFICATION OF THE APPOINTMENT OF ERNST &amp; YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2024</u></b>	<b><u>56</u></b>
<u>Fees Paid to Independent Auditors</u>	<u>57</u>
<u>Audit Committee Report</u>	<u>58</u>
<hr/>	
<b><u>GENERAL INFORMATION</u></b>	<b><u>60</u></b>
<hr/>	
<b><u>STOCK OWNERSHIP</u></b>	<b><u>64</u></b>
<u>Stock Ownership by Directors and Officers</u>	<u>64</u>
<u>Stock Ownership of Certain Stockholders</u>	<u>65</u>
<hr/>	
<b><u>OTHER MATTERS</u></b>	<b><u>66</u></b>
<hr/>	
<b><u>STOCKHOLDER PROPOSALS FOR THE 2025 ANNUAL MEETING</u></b>	<b><u>66</u></b>
<hr/>	
<b><u>DELINQUENT SECTION 16(a) REPORTS</u></b>	<b><u>66</u></b>
<hr/>	
<b><u>APPENDIX A DEFINITION AND RECONCILIATION OF NON-GAAP MEASURES</u></b>	<b><u>67</u></b>

---



# Summary Information

*This summary highlights information contained elsewhere in this proxy statement. It does not contain all information that you should consider, and you should read the entire proxy statement carefully before voting. In this proxy statement, “we,” “us,” “our,” “Stericycle,” and the “Company” all refer to Stericycle, Inc.*

## ANNUAL MEETING OF STOCKHOLDERS

<b>Time and Date:</b>	8:30 a.m. Central Time on Tuesday, May 21, 2024
<b>Place:</b>	The completely virtual Annual Meeting will be held at <a href="http://www.virtualshareholdermeeting.com/SRCL2024">www.virtualshareholdermeeting.com/SRCL2024</a> .
<b>Record Date:</b>	March 22, 2024
<b>Voting:</b>	Stockholders as of the record date are entitled to vote.
<b>Proxy Materials:</b>	This proxy statement and our annual report to stockholders (which includes a copy of our Annual Report on Form 10-K for the year ended December 31, 2023) are first being made available to stockholders on or about April 5, 2024.

## MEETING AGENDA AND VOTING RECOMMENDATIONS

<b>Agenda Item</b>	<b>Board Recommendation</b>	<b>Page</b>
Election of ten directors	<b>FOR each Nominee</b>	<a href="#">5</a>
Advisory vote to approve executive compensation (the “say-on-pay” vote)	<b>FOR</b>	<a href="#">26</a>
Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024	<b>FOR</b>	<a href="#">56</a>

## BOARD NOMINEES

The following table provides summary information about the nominees for director. Each director is elected by a majority of votes cast.

Nominee	Age	Director Since	Principal Occupation	Current Committees
<b>Robert S. Murley</b>	74	2017	Chairman of the Board, Stericycle, Inc.; Managing Director and Senior Advisor, UBS	• Audit
<b>Cindy J. Miller</b>	61	2019	President and Chief Executive Officer, Stericycle Inc.	• None
<b>Brian P. Anderson</b>	73	2017	Former Senior Vice President and Chief Financial Officer, OfficeMax Incorporated	• Audit (Chair)
<b>Lynn D. Bleil</b>	60	2015	Former Senior Partner, McKinsey & Company	• Compensation and Human Capital • Nominating and Governance (Chair)
<b>Thomas F. Chen</b>	74	2014	Former Senior Vice President and President of International Nutrition, Abbott Laboratories	• Compensation and Human Capital • Nominating and Governance
<b>Victoria L. Dolan</b>	64	2023	Former Chief Financial Officer, Revlon, Inc.	• Audit • Nominating and Governance
<b>Naren K. Gursahaney</b>	62	2023	Former Chairman of the Board, Terminix Global Holdings	• Audit • Operations, Safety and Environmental
<b>J. Joel Hackney, Jr.</b>	54	2019	Former Chief Executive Officer, nThrive, Inc.	• Compensation and Human Capital • Nominating and Governance
<b>Stephen C. Hooley</b>	61	2019	Former Chairman and Chief Executive Officer, DST Systems, Inc.	• Compensation and Human Capital (Chair) • Operations, Safety and Environmental
<b>James L. Welch</b>	69	2020	Former Chief Executive Officer, YRC Worldwide	• Audit • Operations, Safety and Environmental (Chair)

## COMPENSATION HIGHLIGHTS

Our compensation program is performance oriented and designed to incentivize our executive officers to improve our operating performance and thereby create value for all our stockholders. The following table sets forth the 2023 compensation for each named executive officer as determined under the rules of the U.S. Securities and Exchange Commission (the “SEC”). See the notes accompanying the Summary Compensation Table herein for more information.

Named Executive Officer	Salary (\$)	Stock Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total Compensation (\$)
<b>Cindy J. Miller</b>	1,068,860	4,911,951	1,307,021	3,000	7,290,832
<b>Janet H. Zelenka</b>	720,071	2,337,895	609,578	3,000	3,670,544
<b>Daniel V. Ginnetti</b>	618,942	1,185,509	436,599	3,000	2,244,050
<b>Kurt M. Rogers</b>	545,660	1,134,441	359,278	3,000	2,042,379
<b>S. Cory White</b>	495,067	1,027,776	325,967	3,000	1,851,810

## Cautionary Note Regarding Forward-Looking Statements

This proxy statement contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. You can identify forward-looking statements by words such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “aim,” “will,” “may,” “should,” “could,” “would,” “likely,” “estimate,” “predict,” “potential,” “continue” or other similar expressions. Actual results may differ from those set forth in the forward-looking statements due to a variety of factors, including those contained in the Company’s Annual Report on Form 10-K and the Company’s other filings with the Securities and Exchange Commission. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update or revise any forward-looking statements, except as required by law.

# ITEM 1 Election of Directors for a One-Year Term

## BOARD REFRESHMENT

In conjunction with our comprehensive, multi-year program to transform the Company for long-term sustainability and to drive profitable growth and long-term shareholder returns, we embarked on a similar transformation related to Corporate Governance.

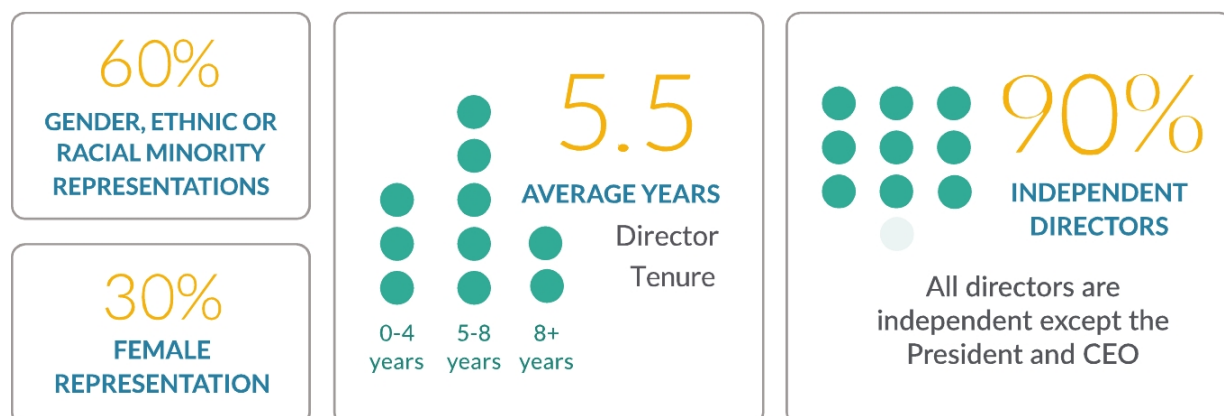
As part of our continuing efforts to ensure that our Board has the right skills and experience to best oversee management and the execution of our strategy and the associated risks, in January 2023, we added Naren K. Gursahaney as a director. He brings substantial experience in operations, financial and strategic planning, commercial go-to-market, and has experience with large, global commercial services companies. The Board also nominated Victoria L. Dolan for election for the first time at the 2023 Annual Meeting. Ms. Dolan brings to the Board significant experience from her time as the chief financial officer of a large multinational company, detailed knowledge regarding complex financial reporting matters, and experience in transformation, strategic planning, global finance, investor relations, enterprise risk management, information technology, and cybersecurity.

Our Board is currently composed of ten directors. Based upon the recommendation of the Nominating and Governance Committee, the Board has nominated ten directors for re-election at the Annual Meeting, to hold office until our 2025 Annual Meeting of Stockholders or until his or her successor is duly elected and qualified. Proxies cannot be voted for a greater number of persons than ten, which is the number of nominees named in this proxy statement.

Except for Ms. Miller, our President and Chief Executive Officer, all of our director nominees are outside directors (i.e., directors who are not officers or employees of Stericycle). The Board has determined that all of our outside directors are independent under the applicable rules of the SEC and listing standards of The Nasdaq Stock Market LLC ("Nasdaq").

Each director elected at the Annual Meeting will hold office until our 2025 Annual Meeting of Stockholders or until his or her successor is duly elected and qualified. All the director nominees were elected to serve as directors at our 2023 Annual Meeting of Stockholders.

## SNAPSHOT OF CURRENT DIRECTORS



## BOARD DIVERSITY MATRIX

The following table summarizes certain self-identified characteristics of our directors, as of March 22, 2024, utilizing the categories and terms set forth in applicable Nasdaq rules and related guidance.

Total Number of Directors		10
	Female	Male
<b>Part I: Gender Identity</b>		
Directors	3	7
<b>Part II: Demographic Background</b>		
African American or Black	—	1
Asian	—	2
White	3	4
LGBTQ+		1

## VOTING IN UNCONTESTED DIRECTOR ELECTIONS

Under our bylaws, a nominee for election as a director must receive a majority of the votes cast in order to be elected as a director in an uncontested election (an election in which the number of nominees for election is the same as the number of directors to be elected). In other words, the nominee must receive more “for” votes than “against” votes, with abstentions and broker non-votes not having any effect on the voting.

If a nominee for election as a director is an incumbent director and the nominee is not re-elected, Delaware law provides that the director continues to serve as a “holdover” director until his or her

successor is elected and qualified or until he or she resigns. Under our bylaws, an incumbent director who is not re-elected is required to tender his or her resignation as a director. Our Nominating and Governance Committee will review the circumstances and recommend to the Board whether to accept or reject the director's resignation or take any other action. The Board is required to act on this recommendation and publicly disclose its decision and the rationale behind its decision within 90 days from the date that the election results are certified.

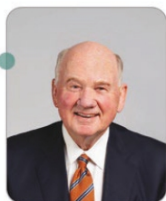


## NOMINEES FOR DIRECTOR

---

### ROBERT S. MURLEY, INDEPENDENT CHAIRMAN

---



**Director since January 2017, Chairman of the Board since March 2018**  
**Age 74**

**Experience:** Mr. Murley is a Managing Director and Senior Advisor of UBS, a financial services company. Mr. Murley joined Credit Suisse First Boston in 1975, was named a Managing Director in 1984, was appointed Vice Chairman in 1998 and was appointed Chairman of Investment Banking in 2005. Mr. Murley joined UBS in January 2024, following UBS' acquisition of Credit Suisse. Mr. Murley is a member of the Board of privately held Brown Advisory Incorporated and Harbour Group. He was formerly on the Board of Directors of Stone Energy Corporation, Health Insurance Innovations Inc. and Apollo Education Group, Inc. Mr. Murley is a Charter Trustee Emeritus of Princeton University, Emeritus Chair of the Board of the Educational Testing Service, Chair of the Board of Advisors of UCLA Anderson School of Management and a Trustee of the Ann & Robert H. Lurie Children's Hospital of Chicago, the American Enterprise Institute, the Berklee College of Music, Lake Forest College and the Ken Griffin Museum of Science & Industry in Chicago.

**Skills & Qualifications:** Mr. Murley's existing company board experience, his deep knowledge of the capital markets and the economy, and his extensive experience leading and advising a range of businesses across multiple industries make him a valuable member of the Board.

### CINDY J. MILLER

---



**Director since February 2019**  
**Age 61**

**Experience:** Ms. Miller became Stericycle's President and Chief Executive Officer in May 2019 after serving as President and Chief Operating Officer since October 2018. Ms. Miller previously served as President, Global Freight Forwarding for United Parcel Service ("UPS"), a multinational package delivery and supply chain management company, from April 2016 to September 2018 and as President of UPS's European region from March 2013 to March 2016. Ms. Miller served as a director of UGI Corporation from 2020 to 2024.

**Skills & Qualifications:** From her 30-year career at UPS, Ms. Miller brings to the Board significant transportation and logistics expertise, and she also has deep knowledge and experience in the healthcare industry, business transformation and change management, operations management, strategy, safety and international business.

### BRIAN P. ANDERSON

---



**Director since January 2017**  
**Age 73**

**Experience:** Mr. Anderson served as Senior Vice-President and Chief Financial Officer of OfficeMax Incorporated from 2004 to 2005 and as Senior Vice President and Chief Financial Officer of Baxter International from 1997 to 2004. He joined Baxter in 1991, as Vice President, Corporate Audit, and became Corporate Controller in 1993 and then Vice President, Finance in 1997. Before joining Baxter, he spent 15 years with Deloitte in the Chicago office and the Washington, D.C. office as an Audit Partner. He is a member of the Board of Directors of PulteGroup, Inc. He is the former Chairman of the Audit Committee of James Hardie, Plc., former Chairman of the Nemours Foundation, member of the Audit Committee of the PulteGroup, Inc., former member of the Board of Directors and Lead Director and Audit Committee Chairman of W.W. Grainger, Inc. and served on The Governing Board of the Center for Audit Quality, the Board of A.M. Castle & Co. from 2005 to 2016, as Audit Committee Chairman (2005-2010) and Chairman of the Board (2010-2016).

**Skills & Qualifications:** Mr. Anderson brings to our Board his significant experience as a chief financial officer of two large multinational companies, in-depth knowledge with respect to the preparation and review of complex financial reporting statements, and experience in risk management and risk assessment.

## LYNN D. BLEIL



**Director Since May 2015**  
**Age 60**

**Experience:** Ms. Bleil, an experienced corporate director in the global healthcare industry, was the leader of the West Coast Healthcare Practice of McKinsey & Company ("McKinsey"), a management consulting firm. She retired in November 2013 as a Senior Partner (Director) in the Southern California Office of McKinsey. During her more than 25 years with McKinsey, she worked exclusively within the healthcare sector, advising senior management and boards of leading companies on corporate and business unit strategy, mergers and acquisitions and integration, marketing and sales, public policy and organization. Ms. Bleil also serves as a director of Amicus Therapeutics Inc., Alcon AG and Sonova Holdings AG, and as Chair of the Intermountain Wasatch Back Hospitals Community Board. She was formerly a director of DST Systems, Inc. and Auspex Pharmaceuticals, Inc.

**Skills & Qualifications:** Ms. Bleil brings to the Board significant experience in the healthcare industry, as well as commercial expertise and expertise in corporate strategy, mergers and acquisitions, financial reporting, compliance and risk management.

## THOMAS F. CHEN



**Director Since May 2014**  
**Age 74**

**Experience:** Mr. Chen served as Senior Vice President and President of International Nutrition, Abbott Laboratories ("Abbott") before retiring in 2010. During his 22-year career at Abbott, Mr. Chen served in a number of roles with expanding responsibilities, primarily in Pacific/Asia/Africa where he oversaw expansion into emerging markets. Prior to Abbott, he held several management positions at American Cyanamid Company, which later merged with Pfizer, Inc. Mr. Chen currently serves as an advisor to Cooperation Fund, a partnership between Goldman Sachs and the sovereign fund, China Investment Corporation, to bolster U.S. manufacturers' market presence in China. Mr. Chen previously served as a director of Baxter International Inc. for ten years until 2023, and as a director of Cyanotech Corporation.

**Skills & Qualifications:** With his extensive international business experience in pharmaceutical, hospital products, and nutritionals through his 22-year career at Abbott, Mr. Chen provides our Board with a distinct global perspective resulting from his experience with diverse geographies and healthcare products. He also provides our Board with significant operational, strategy, mergers and acquisitions, healthcare industry, governmental and regulatory, and commercial expertise.

## VICTORIA L. DOLAN



**Director Since May 2023**  
**Age 64**

**Experience:** Ms. Dolan served as the Chief Financial Officer of Revlon, Inc. from March 2018 through September 2022 and as Corporate Controller and Principal Accounting Officer of Colgate-Palmolive Company ("Colgate") from 2011 through October 2017. She also served as Colgate's Chief Transformation Officer from 2016 through March 2018. She joined Colgate in 2008 as Vice President, Finance and Strategic Planning, Colgate Europe. Before joining Colgate, Ms. Dolan held multiple management positions with Marriott International, Inc. and The Coca-Cola Company. Ms. Dolan has served as a Board member of TCS Education Systems, LLC since 2018. On June 15, 2022, Revlon and certain of its subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code.

**Skills & Qualifications:** Ms. Dolan brings to the Board significant experience from her time as the chief financial officer of a large multinational company, detailed knowledge regarding complex financial reporting matters, and experience in transformation, strategic planning, global finance, investor relations, enterprise risk management, information technology, and cybersecurity.

## NAREN K. GURSAHANEY

---



**Director Since January 2023**  
**Age 62**

**Experience:** Mr. Gursahaney served as the Chairman of the Board of Terminix Global Holdings, Inc. (previously ServiceMaster), from May 2019 to October 2022 and as a director from December 2017 to October 2022. He served as the Interim Chief Executive Officer of ServiceMaster from January 2020 until September 2020. Mr. Gursahaney served as President and Chief Executive Officer, and as a member of the Board of Directors, of The ADT Corporation, a leading provider of security and automation solutions for homes and businesses in the United States and Canada from 2012 to 2016. Prior to ADT's separation from Tyco International Ltd., in September 2012, Mr. Gursahaney served in various executive positions at Tyco International Ltd. from 2003 until 2012, including President of Tyco's ADT North American Residential business segment and President of Tyco Security Solutions. Mr. Gursahaney previously worked for General Electric, Booz Allen & Hamilton and Westinghouse Electric Corp. He has been a private investor since 2016. He currently serves on the board of directors of NextEra Energy, Inc., a Fortune 200 company, where he chairs the Audit Committee, and as an Advisor and Co-chair of the Advisory Board of the Berwind Corporation.

**Skills & Qualifications:** Mr. Gursahaney has extensive experience in operations, strategic planning and with large, global residential and commercial services companies, which, along with his board of directors experience, makes him a valued member of our Board of Directors.

## J. JOEL HACKNEY, JR.

---



**Director Since March 2019**  
**Age 54**

**Experience:** Mr. Hackney served as the Chief Executive Officer and a director of nThrive, Inc., a revenue cycle management company providing medical billing and coding, business analytics and advisory services, from January 2016 to February 2021. Previously, he was the Chief Executive Officer and a director of AVINTV. Mr. Hackney previously served as a director of CC Neuberger Principal Holdings III. Mr. Hackney also served on the board of directors for DJO Global, a global leader providing medical orthopedic devices and technology, from 2015 to 2019. Mr. Hackney has been a private investor and board director since 2013.

**Skills & Qualifications:** With more than 25 years of experience leading both private and public companies domestically and abroad, Mr. Hackney brings to our Board deep expertise in driving business transformation and profitable growth.

## STEPHEN C. HOOLEY

---



**Director Since March 2019**  
**Age 61**

**Experience:** Mr. Hooley served as Chairman, Chief Executive Officer and President of DST Systems, Inc., a provider of advisory, technology and operations outsourcing to the financial and healthcare industries, from July 2014 to April 2018. He was Chief Executive Officer and President of DST Systems from September 2012 to July 2014 and President and Chief Operating Officer from July 2009 to September 2012. He was previously the President and Chief Executive Officer of Boston Financial Data Services. Mr. Hooley serves as a director of Brighthouse Financial, Inc. and Q2 Holdings, Inc. and served on the Board of Directors of Boston Financial Data Services and Legg Mason until it was acquired by Franklin Resources.

**Skills & Qualifications:** Mr. Hooley brings service as a public company chief executive officer and director, deep experience in the financial services and healthcare industries and extensive IT, business transformation, and strategy expertise.

**JAMES L. WELCH**

---



**Director Since May 2020**  
**Age 69**

**Experience:** Before retiring in 2018, Mr. Welch served as Chief Executive Officer of YRC Worldwide, a holding company of several brands focused on shipping and supply chain solutions in North America. In 2011, Mr. Welch re-joined YRC Worldwide from same-day transportation provider Dynamex Inc., where he had served as President and CEO since 2008. Prior to that, he served as a Consultant at Goldman Sachs Special Situations Group. Mr. Welch started his career in 1978 at Yellow Transportation, where he spent over 28 years and held multiple operations and sales positions across the organization, including President and CEO for seven years, retiring in 2007. Mr. Welch currently is the Chairman of the Board of Schneider National, Inc. where he has served as a director since 2018. He is also Lead Director at SkyWest, Inc., where he has served since 2007. He previously served on the boards of YRC Worldwide from August 2011 to July 2018, Roadrunner Transportation Systems from 2010 to 2011, Spirit Aerosystems Holdings from 2008 to 2011 and Dynamex, Inc. from 2008 to 2011.

**Skills & Qualifications:** Mr. Welch brings to our Board extensive executive management experience as a chief executive officer in the transportation and supply chain industries. He also brings substantial public company, international business, operations, safety, accounting, financial, risk management, and consulting expertise.

The Board of Directors recommends a vote “**FOR**” the election of these ten director nominees. Proxies solicited by the Board will be so voted unless stockholders specify a different choice.



## DIRECTOR QUALIFICATIONS

We believe that the ten director nominees possess the experience, qualifications and skills that warrant their election as directors. Our directors have in common, among other qualities, a breadth of business experience, seasoned judgment, and a long-term perspective in directing and supporting our management. From their service on the boards of other public and private companies, our directors also bring to us the insights that they gain from the operating policies, governance structures, and growth dynamics of these other companies.

The Nominating and Governance Committee seeks to ensure that we have an experienced and exceptionally qualified Board with deep expertise in areas relevant to Stericycle. When evaluating potential director nominees, the committee considers each individual's professional expertise and background, in addition to his or her personal characteristics. The committee always conducts this evaluation in the context of the Board as a whole. The committee works with the Board to determine the appropriate mix of backgrounds and experiences that will foster and maintain a Board strong in its collective knowledge and best able to perpetuate our long-term success. To assist in this objective, the Nominating and Governance Committee conducts a detailed annual evaluation of the Board and the Board's committees, assessing the experience, skills, qualifications, diversity, performance, and contributions of each individual and of the group as a whole.

Key skill sets and competencies for the Board include:

- *public company board service and governance expertise*, which provides directors with a solid understanding of their extensive and complex oversight responsibilities and furthers our goals of transparency, accountability for management and the Board, and protection of stockholder interests;
- *operational expertise*, which gives directors specific insight into, and expertise that will foster active participation in, the oversight, development, and implementation of our operating plan and business strategy;
- *transportation and logistics expertise*, which is fundamental to our business that involves management of an extensive fleet. A deep understanding of routing, transportation, and logistics brings insights to drive best practices and operational efficiencies;
- *financial reporting, compliance, and risk management expertise*, which enables directors to analyze our financial statements, capital structure and complex financial transactions, and oversee our accounting, financial reporting, and enterprise risk management;
- *healthcare industry expertise*, which is vital in understanding and reviewing our strategy as the majority of our customer base is in the healthcare industry; and
- *transformation and technology expertise*, which is important as we continue to execute our Company's transformation and the implementation of our Enterprise Resource Planning ("ERP") system.

The following table highlights each nominees' specific skills, knowledge, and experiences in these areas. A particular director may possess additional skills, knowledge, or experience even though they are not indicated below:

	Murley	Miller	Anderson	Bleil	Chen	Dolan	Gurshaney	Hackney	Hooley	Welch
Leadership Experience (Public Company CEO/COO)		✓					✓	✓	✓	✓
Public Company Board Service/ Governance Expertise	✓	✓	✓	✓	✓	✓	✓		✓	✓
Operational Expertise		✓			✓	✓	✓	✓	✓	✓
Transportation and Logistics Expertise		✓								✓
Business Transportation/IT Expertise		✓		✓		✓	✓	✓	✓	
Corporate Strategy and M&A	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Financial Reporting, Compliance and Risk Management Expertise	✓		✓	✓	✓	✓	✓	✓	✓	✓
Healthcare Industry Expertise	✓	✓	✓	✓	✓			✓	✓	
Government/ Regulatory Experience		✓			✓				✓	✓
Talent Management / HR Expertise		✓					✓	✓	✓	✓
Commercial / Go-to-Market Expertise		✓		✓	✓	✓	✓	✓		
International Business Expertise	✓	✓	✓		✓	✓	✓	✓	✓	✓
Gender, Ethnic or Other Diversity		✓	✓	✓	✓	✓	✓			
<b>Tenure on Board</b> (years, as of April 2024)	<b>7</b>	<b>5</b>	<b>7</b>	<b>9</b>	<b>10</b>	<b>1</b>	<b>1</b>	<b>5</b>	<b>5</b>	<b>4</b>

## COMMITTEES OF THE BOARD

---

Our Board has four standing committees: Audit; Compensation and Human Capital; Nominating and Governance; and Operations, Safety and Environmental. All the members of each committee are outside directors who are independent under the applicable SEC rules and Nasdaq listing standards.

### AUDIT COMMITTEE

---

The Audit Committee assists the Board in fulfilling its oversight responsibilities relating to the integrity of our financial statements, the qualifications and experience of our independent accountants, the performance of our internal audit function and our independent registered public accounting firm, and our compliance with legal and regulatory requirements.

The Audit Committee regularly reviews with the Company's legal counsel any legal or regulatory matters that may have a material effect on the Company's financial statements or operations. The Audit Committee also oversees, reviews, and evaluates the adequacy and effectiveness of the Company's ethics and compliance program. The Audit Committee reviews and evaluates the qualifications, performance, and independence of our independent registered public accounting firm. The Audit

Committee also reviews the performance, effectiveness, and objectivity of the Company's internal audit function, including its staffing, audit plan, examinations, and related management responses.

The Audit Committee reviews our risk management policies and practices and reports any significant issues to the Board. Matters of risk management are brought to the committee's attention by our Executive Vice President, Chief Financial Officer and Chief Information Officer, our Executive Vice President and General Counsel, our Executive Vice President and Chief Ethics and Compliance Officer, or by our principal internal auditor. Our management reviews and reports on potential areas of risk at the committee's request or at the request of other members of the Board.

### COMPENSATION AND HUMAN CAPITAL COMMITTEE

---

The Compensation and Human Capital Committee determines the structure, award, and public disclosure of all elements of compensation and benefits paid to our Chief Executive Officer and other executive officers. The committee reviews and approves financial and strategic performance objectives with respect to our annual and long-term incentive plans. The committee also reviews and approves the respective salaries of the Company's executive officers in light of the Company's goals and objectives relevant to each officer, including, as the committee deems appropriate, consideration of (i) the individual officer's salary grade, scope of responsibilities and level of experience, (ii) the range of salary increases for the Company's employees generally, and (iii) the salaries paid to comparable officers in comparable companies. The committee determines appropriate cash bonuses, if any, for the Company's executive officers (based upon an applicable percentage of base salary as determined by the committee), after consideration of specific individual and Company performance goals and criteria, and grants equity awards to the Company's executive officers and determines the terms and conditions thereof.

The committee reviews management's policies and strategies relating to the Company's human capital management function,

including those relating to human rights; recruiting; retention; talent development; culture; and diversity, equity, and inclusion.

The committee reviews the executive leadership team, the process of succession planning, and management development of the executive leadership team.

The committee periodically reviews director, committee member, and committee Chair compensation and makes recommendations regarding any proposed changes to the Board.

The committee also has responsibility for overseeing the Company's regulatory compliance with respect to compensation matters.

Pursuant to the committee's charter, the committee has responsibility for facilitating a risk review of incentive compensation programs and assessing if those incentives create risks that are reasonably likely to have a material adverse effect on our Company. The committee completed its most recent risk review of the Company's incentive plans at its meeting in March 2024 and determined that our incentive plans do not encourage risk-taking that would likely have a material adverse effect on our business.

### NOMINATING AND GOVERNANCE COMMITTEE

---

The Nominating and Governance Committee develops, recommends to the Board, and oversees the implementation of our corporate governance policies, principles, and practices. The committee monitors ongoing legislative and regulatory changes and initiatives pertaining to corporate governance principles, SEC disclosure rules and Nasdaq listing rules. The committee oversees

our Environmental, Social and Governance ("ESG") program and goals and the Company's use of ESG metrics. The committee identifies and evaluates possible nominees for election to the Board and recommends to the Board a slate of nominees for election at the annual meeting of stockholders. The committee also recommends to the Board director assignments to the Board's committees.

### OPERATIONS, SAFETY AND ENVIRONMENTAL COMMITTEE

---

The Operations, Safety and Environmental Committee provides oversight and strategic direction on our operational objectives and initiatives, including transportation and logistics, ERP system and technology-enabled operational improvements, and general safety

matters. Additionally, the Operations, Safety and Environmental Committee reviews and monitors (i) significant environmental strategies, (ii) significant matters pending before environmental regulatory agencies, and (iii) compliance with environmental laws

and regulations, including any applicable metrics. The committee also oversees programs and policies relating to the Company's environmental sustainability efforts, including relating to climate change and greenhouse gas emissions.

## PROCESS FOR SELECTING DIRECTORS

As discussed above, the Nominating and Governance Committee considers a variety of factors in evaluating a candidate for selection as a nominee for election as a director. These factors include the candidate's personal qualities, with a particular emphasis on probity, independence of judgment, and analytical skills, and the candidate's professional experience, educational background, knowledge of our business and healthcare services generally, experience serving on the boards of other public companies, and ability and willingness to devote sufficient time to the Board. In evaluating a candidate's qualification for election to the Board, the committee also considers whether and how the candidate would contribute to the Board's diversity, which we define broadly to include gender and ethnicity as well as background, experience and other individual qualities and attributes, in addition to those set forth in the board diversity objectives set forth in the Nasdaq rules. To facilitate the committee's evaluation of candidates for selection as a nominee for election as a director, the committee utilizes, among other things, a skills and experience matrix highlighting each individual's specific skills, knowledge and experience in relevant areas. The committee has not established any minimum qualifications that a candidate must possess. In determining whether to recommend an incumbent director for re-election, the committee also considers the director's tenure and capacity to serve, and preparation for and participation in meetings of the Board and the committee or committees of the Board on which the director serves.

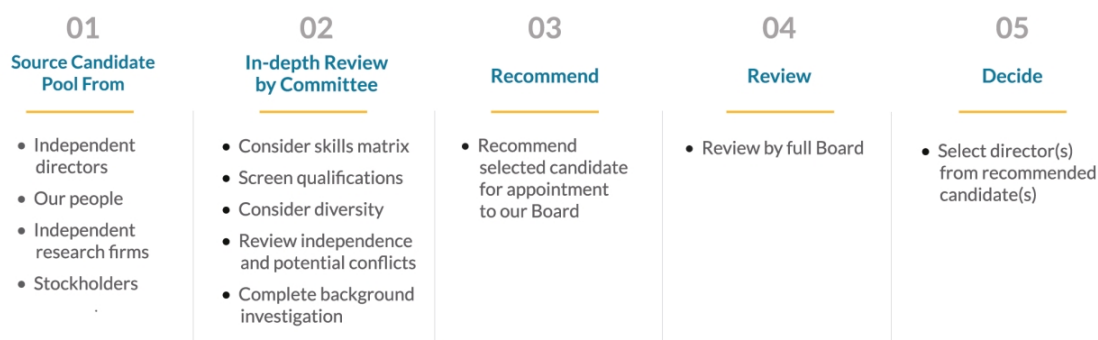
In identifying potential candidates for selection in the future as nominees for election as directors, the Nominating and Governance Committee relies on suggestions and recommendations from the other directors, management, stockholders, and others and, when appropriate, may retain a search firm for assistance. In 2022 and 2023, the Nominating and Governance Committee retained a leading third-party search firm to assist with identifying potential director nominees. The committee will consider candidates proposed by stockholders and will evaluate any candidate proposed by a stockholder on the same basis that it evaluates any other candidate. Any stockholder who wants to propose a candidate

should submit a written recommendation to the committee indicating the candidate's qualifications and other relevant biographical information and provide preliminary confirmation that the candidate would be willing to serve as a director. Any such recommendation should be addressed to the Board of Directors, Stericycle, Inc., 2355 Waukegan Road, Bannockburn, Illinois 60015.

In addition to recommending director candidates to the Nominating and Governance Committee, stockholders may also, pursuant to procedures established in our bylaws, directly nominate one or more director candidates to stand for election at an annual meeting of stockholders. A stockholder wishing to make such a nomination must deliver written notice of the nomination that satisfies the requirements set forth in our bylaws to the secretary of the Company not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting of stockholders. If, however, the date of the annual meeting is more than 30 days before or 60 days after the first anniversary, the stockholder's notice must be received no more than 120 days prior to such annual meeting nor less than the later of (i) 90 days prior to such annual meeting and (ii) the close of business on the tenth day following the date on which notice or public disclosure of the date of the meeting was first given or made.

Stockholders may also submit director nominees to the Board to be included in our annual proxy statement, known as "proxy access." Stockholders who intend to submit director nominees for inclusion in our proxy materials for the 2025 Annual Meeting of Stockholders must comply with the requirements of proxy access as set forth in our bylaws. The stockholder or group of stockholders who wish to submit director nominees pursuant to proxy access must deliver the required materials to the Company not less than 120 days nor more than 150 days prior to the one-year anniversary of the date that the Company first mailed its proxy materials for the annual meeting of the previous year.

The Nominating and Governance Committee generally follows the below process related to director nominations:



## COMMITTEE CHARTERS

The charters of the Compensation and Human Capital; Audit; Nominating and Governance; and Operations, Safety and Environmental Committees are available on our investor relations website, [investors.stericycle.com](https://investors.stericycle.com).

## COMMITTEE MEMBERS AND MEETINGS

The following table provides information about the current membership of the committees of the Board.

Director	Audit Committee	Compensation and Human Capital Committee	Nominating and Governance Committee	Operations, Safety and Environmental Committee
Robert S. Murley <sup>(1)</sup>	X			
Cindy J. Miller				
Brian P. Anderson <sup>(2)</sup>	C			
Lynn D. Bleil		X	C	
Thomas F. Chen		X	X	
Victoria L. Dolan <sup>(2)</sup>	X		X	
Naren K. Gursahaney <sup>(2)</sup>	X			X
J. Joel Hackney, Jr.		X	X	
Stephen C. Hooley		C		X
James L. Welch	X			C

X Member

C Committee Chair

(1) Mr. Murley serves as the independent Chairman of the Board.

(2) The Board has determined that each of Mr. Anderson, Ms. Dolan and Mr. Gursahaney is an "audit committee financial expert" as defined in the applicable SEC rules.

Our Board held seven meetings in person, by video conference or by telephone during 2023 and acted without a formal meeting on several occasions by the unanimous written consent of the directors. The Compensation and Human Capital Committee held five meetings during the year. The Audit Committee held eight meetings during the year. The Nominating and Governance Committee held four meetings during the year. The Operations, Safety and Environmental Committee held four meetings during the year. Each incumbent director attended 75% or more of the aggregate number of Board meetings and the total number of meetings of all Board committees on which he or she served during his or her term of service.

We encourage our directors to attend the annual meeting of stockholders. Each of our directors at the time attended the 2023 Annual Meeting of Stockholders, and we anticipate that all our director nominees will attend this year's Annual Meeting of Stockholders.

## SUSTAINABILITY AT STERICYCLE

At Stericycle, our vision is to shape a healthier and safer world for everyone, everywhere, every day. We are proud that our services protect the health and well-being of the communities we serve. Our continued Environmental, Social, and Governance (“ESG”) progress highlights our commitment to our core values, specifically Protecting the Environment, Embracing Diversity and Inclusion, and Committing to Safety Always. Our focus on ESG and sustainability is an ongoing pursuit which we actively incorporate into our everyday practices and into our strategic business plans.

### Environmental

We provide essential services that help protect communities from harmful wastes, enable recycling and alternative use opportunities, and contribute to greater consumer safety and satisfaction. In 2023, the impact of our global services, normalized to exclude the impact from divested businesses, included:

- 1.3 billion pounds of medical waste treated, helping to protect the public from potentially infectious material;
- 906 million pounds of paper shredded and recycled, helping to safeguard our customers’ confidential information;
- 101 million pounds of plastic diverted through the use of reusable sharps waste and pharmaceutical waste containers as compared to single-use containers; and
- 55 million pounds of pharmaceutical waste treated prior to disposal, helping to ensure that active pharmaceutical ingredients do not end up in waterways.

Beyond our day-to-day service delivery, our product and facility innovation considers environmental impact as a key component. In May of 2023, we launched the re-engineered one-gallon SafeDrop™ Sharps Mail Back and one-gallon CsRx® Controlled Substance Wastage containers. Compared to Stericycle’s previous containers, this new line provides customers with a contemporary design and improved ease of use. The containers also use 40% less plastic compared to prior containers, helping to reduce CO<sub>2</sub> emissions associated with the manufacturing process.

We are looking forward to the opening of our state-of-the-art facility in McCarran, Nevada. Located in an industrial park, this specialized commercial hospital, medical and infectious waste incinerator will fulfill a longstanding critical service and infrastructure need for the

healthcare industry. This investment reflects our continued commitment to the environment and surrounding community through benefits that include:

- designed zero industrial wastewater discharge;
- advanced air emissions controls and redundancies in critical systems;
- reclaimed water with on-site treatment; and
- waste-to-energy technology.

We continued our partnership with the National Park Foundation with our commitment to support wetland restoration efforts at Yosemite National Park in California’s Sierra Nevada mountains and Cape Cod National Seashore in Massachusetts. In 2023, we extended our partnership with the Arbor Day Foundation for a second consecutive year as part of our commitment to biodiversity. Over the two-year partnership, Stericycle funded the planting of over 125,000 trees.

We are happy to report that we received a B rating on our 2023 CDP Climate Change Survey. This was our highest rating to date and the highest rating possible given our stage of reporting. With nearly 25,000 organizations around the world disclosing data through CDP in 2023, we performed above the Global, the North American, and our industry group average.

Additionally, Stericycle was honored to be recognized for a number of environmental awards in 2023, further confirming our commitment and success at Protecting the Environment. Stericycle was named a 2023 Green Company of the Year by the Business Intelligence Group (BIG) for its holistic approach to sustainability through its container portfolio enhancements, operational efficiencies, and strategic partnerships. We also have been recognized by Best in Biz Awards with two sustainability awards. Stericycle was honored with a gold award for Most Environmentally Responsible Company of the Year and a silver award for Most Environmentally Friendly Service of the Year for our Integrated Waste Stream Solutions.

## Social

### *Diversity, Equity, and Inclusion (“DEI”)*

At Stericycle, diversity and inclusion of our workforce is one of our core values. We are committed to ensuring Stericycle is a place where people are treated fairly and respectfully, have equal access to opportunities and resources, and can thrive personally and professionally. We believe our seven employee resource groups (ERGs) help drive engagement, representation, and support team members who are Women, Black and African American, Latinx, Veterans, members of the LGBTQ+ (lesbian, gay, bisexual, transgender, and queer) community, young professionals, and team members and their family members who have disabilities. Hiring diverse candidates continues to be a focus and to that end, the team built valuable relationships with more than 100 diverse organizations across North America and, where possible, considered a qualified diverse candidate for senior leadership positions.

### Gender Diversity of Our Global Workforce



\*Based primarily on self-identification at the time of joining Stericycle

In 2023, 22% of our global workforce was women, including 29% in leadership positions (directors and above) and 33% in middle management. In the United States, 67% of 2023 new hires were racially or ethnically diverse, an increase for the third year in a row. Also, for the third consecutive year, Stericycle was named a “Top Company for Women to Work for in Transportation” and listed among “The Elite 30” by the Women in Trucking Association. This year, Stericycle was among the top 30 companies with the highest number of industry votes, leading to additional recognition.

Finally, Stericycle was recognized as one of America’s Greatest Workplaces for Diversity 2024 by Newsweek. This recognition aims to spotlight companies that foster diverse and inclusive work environments and reflects our commitment to embracing diversity and inclusion as integral aspects of our corporate culture.

At Stericycle, we are passionate about helping our team members grow and shine in their careers and continue to deliver on our Employee Value Proposition by engaging our team members and recognizing their value. We recently executed our biennial global team member engagement and feedback survey to gauge the sentiment of our team members and developed comprehensive actions plans to continuously improve and enhance global engagement.

### *Safety*

At Stericycle, “We Commit to Safety Always” is not only a core value, but a foundation of how we operate as a Company. We remain committed to driving a long-term safety culture through four major focus areas: incident prevention, collision prevention, metrics-driven accountability, and frontline leadership training and coaching.

Stericycle’s ultimate objective is to prevent injuries and vehicle incidents. To further promote and track progress towards that objective, we have included two safety metrics as part of our Annual Incentive Plan (AIP):

1. Severe Vehicle Incident Rate (SVIR), which is calculated by multiplying the total severe vehicle incidents by 200,000 and dividing by the total hours worked ((Injuries x 200,000) / Hours), and
2. Total Recordable Incident Rate (TRIR), which is calculated by multiplying the total number of recordable workplace injuries or illnesses by 200,000 and dividing by the total hours worked ((Injuries x 200,000) / Hours).



We are very proud of our progress reducing severe vehicle incidents in 2023. Keeping our team members safe at work is a top priority and our commitment resulted in a 2023 global SVIR of 0.94, a 28.8% improvement to our 2022 rate. Our 2023 global TRIR was 4.32, a 2.6% increase to our 2022 rate. Despite an increase this year, we have seen a 13% decrease in our North America TRIR over the past three years.

	2023	2022	% Change
Global Severe Vehicle Incident Rate (SVIR) (a)	0.94	1.32	28.8% improvement
Global Total Recordable Incident Rate (TRIR) (b)	4.32	4.21	2.6% increase

(a) Severe vehicle incidents include any incident involving a vehicle owned, leased or operated by Stericycle that required any vehicle to be towed away from the scene, any medical treatment away from the scene, or involving any pedestrian strike or resultant fatality.

(b) TRIR reported for 2022 is different from that presented in Stericycle's 2023 proxy statement as the data was normalized for divestitures that occurred in 2023.

In 2023, our safety improvement journey included a comprehensive focus on several key safety programs:

- Increased engagement and ownership of safety within our facilities through effective safety improvement committees;
- Reinforcement of safe work practices through behavior-based safety observations and coaching;
- Investment in team member safety through an individualized safety coaching program;
- Emphasis on proper and timely incident management;
- Decreasing vehicle incidents through training and adherence to our Defensive Driving Program; and
- Investment in a new Frontline Leadership Training program that focuses on safety awareness.

## Governance

We have aligned our governance practices to support our sustainability initiatives and continue to leverage the oversight role of our Board Committees relating to specific ESG focus areas. We continue to focus on the handling and communication of ESG data and disclosures.

Our global ESG Steering Committee, a cross-functional group of global leaders, continues to ensure effective alignment and execution of ESG strategic initiatives and works closely with our Environmental Justice task force to better understand the communities where we operate. We continue to enhance our supplier diversity program with increases to our diverse supplier base and our level of diverse spend.



We have an exciting ESG journey ahead and we anticipate future success due to our team members operating in a safe, responsible, and sustainable manner as we protect what matters. For more information on Stericycle's ESG efforts, including the release of our initial ESG targets and our 2023 Corporate Social Responsibility Report, please visit our investor relations website, [investors.stericycle.com](https://investors.stericycle.com), and our sustainability website, [stericycle.com/about-us/sustainability](https://stericycle.com/about-us/sustainability).

## BOARD LEADERSHIP

---

Our Board does not have a current requirement that the roles of Chief Executive Officer and Chairman of the Board be either combined or separated because the Board believes it is in the best interest of our Company to make this determination based upon the position and direction of the Company and the constitution of the Board and management team. The Board regularly evaluates whether the roles of Chief Executive Officer and Chairman of the Board should be combined or separated.

As part of the evolution of the Board, in March 2018, Mr. Murley, one of our independent directors, was elected Chairman of the Board. The Chairman confers with our Chief Executive Officer on matters of general policy affecting the day-to-day management of our Company's business. The Chairman coordinates the scheduling and agenda of Board meetings and the preparation and distribution of agenda materials. The Chairman presides at all meetings of the Board and may call special meetings of the Board when he considers

it appropriate. In general, the Chairman oversees the scope, quality, and timeliness of the flow of information from our management to the Board and serves as an independent contact for stockholders wishing to communicate with the Board.

Our Board believes that an independent Chairman serves the Company and its stockholders well at this time. The combined experience and knowledge of Ms. Miller and Mr. Murley in their respective roles as Chief Executive Officer and Chairman provide the Board and the Company with a day-to-day focus on the operations of the Company combined with independent oversight of the Board and management. Our non-management directors further facilitate the Board's independence by meeting frequently as a group and fostering a climate of transparent communication. A high level of contact between our Chairman and Chief Executive Officer between Board meetings also serves to foster effective Board leadership.

## CORPORATE GOVERNANCE

### EXECUTIVE SESSIONS OF THE BOARD

---

Our Board excuses our Chief Executive Officer, as well as any of our other executive officers who may be present by invitation, from a portion of each meeting of the Board in order to allow the Board, with

our Chairman presiding, to discuss any matter of interest or concern without the presence of management, including reviews of the CEO's performance from time to time.



## BOARD EVALUATION

Our directors annually review the performance of the Board and its committees and the performance of their fellow directors by completing a confidential evaluation that is returned to the Chairman of the Board and the Chair of the Nominating and Governance Committee. The evaluations elicit input from our directors with respect to the Company's vision, strategy, and operating performance, our Chief Executive Officer and senior management, and the composition and management of our Board and its committees. The evaluations also seek input from members of the Board committees in such areas as trends and issues affecting the Company, the roles and responsibilities of the committee members, the makeup and composition of the committees, participation and preparation of the committee members, and the effectiveness of the committees. Each director also has the opportunity to provide confidential feedback on each other director. In addition, the

Chairman of the Board may conduct one-on-one interviews with each member of the Board to solicit additional information and input. Topics discussed by our Chairman with the other directors during such one-on-one interviews include the Company's strategy, Board and committee composition and function, oversight of management, and an assessment of the effectiveness of individual directors and the Chairs of each of our standing Committees. Our Chairman also asks individual directors open-ended questions soliciting feedback on ways to improve the functioning of the Board and on issues of concern to any individual director. At a subsequent meeting of the Board, the Chairman of the Board and the Chair of the Nominating and Governance Committee lead a discussion with the full Board of any issues and suggestions for improvement identified in the review of the director evaluations and from the Board Chair's one-on-one meetings.

### 01 Determine Format

The formal self-evaluation is in the form of a written questionnaire, administered by the Nominating and Governance Committee. Each year, our Nominating and Governance Committee discusses and considers the appropriate approach and approves the form of the evaluation.

### 02 Conduct Evaluation

Members of our Board and each of our Board's Audit; Compensation and Human Capital; Nominating and Governance; and Operations, Safety and Environmental Committees participate in the formal evaluation process, responding to questions designed to elicit information to be used in improving Board and committee effectiveness.

### 03 Chairman Interviews

Chairman of the Board may conduct one-on-one interviews with each member of the Board to solicit additional information and input.

### 04 Review Feedback

Director feedback solicited from the formal self-evaluation process is discussed during Board and committee meetings and, where appropriate, addressed with management.

### 05 Review by Full Board

In response to feedback from the multi-faceted evaluation process, our Board and committees work with management to take concrete steps to improve policies, processes, and procedures to further Board and committee effectiveness.

## REQUIRED RESIGNATION ON CHANGE IN JOB RESPONSIBILITIES

The Board has adopted a policy that a director must tender his or her resignation if the director's principal occupation or business association changes substantially from the position that he or she held when originally elected to the Board. The Nominating and Governance Committee will then review the circumstances of the

director's new position or retirement and recommend to the full Board whether to accept or reject the director's resignation in light of the contributions that he or she can be expected to continue to make to the Board.

## DIRECTOR TENURE

In order to assist with Board refreshment and in bringing fresh ideas and perspectives to the Board, our Corporate Governance Guidelines generally provide that no non-management director may

be nominated to serve a new term if he or she has already served on the Board for 15 years at the time of election. The Board may make exceptions to this policy on a case-by-case basis.

## POLICY ON RELATED PARTY TRANSACTIONS

---

The Board has adopted a written policy requiring certain transactions with related parties to be approved in advance by the Audit Committee. For purposes of this policy, a related party includes any director, director nominee, executive officer, 5% stockholder, or immediate family member of any of the foregoing. The transactions subject to review include any transaction, arrangement, or relationship (or any series of similar transactions, arrangements, or relationships) in which (i) we or one of our subsidiaries will be a participant, (ii) the aggregate amount involved exceeds \$120,000, and (iii) a related party will have a direct or indirect material interest. In reviewing proposed transactions with

related parties, the Audit Committee considers the benefits to us of the proposed transaction, the potential effect of the proposed transaction on the director's independence (if the related party is a director or director nominee), and the terms of the proposed transaction and whether those terms are comparable to the terms available to an unrelated third party or to employees generally. The full text of our Policy and Procedures for Reviewing Related Party Transactions is available on our investor relations website, [investors.stericycle.com](https://investors.stericycle.com). There were no such transactions during the year ended December 31, 2023 that required the Audit Committee's approval.

## SUCCESSION PLANNING

---

The strength of our leadership team is critical to our Company's short and long-term success. As such, the recruitment, development, and retention of talented executives and senior leaders is a priority for the Company and the Board. On an annual basis, the Compensation and Human Capital Committee reviews our succession planning for our Chief Executive Officer, our other executive officers, and a number of other employees, and reports to the Board with respect to such succession planning.

The Board devotes time during a dedicated session to discussing talent management and succession planning. Led by our Chief

People Officer, this session includes an overview of senior leaders across the Company's service lines, global markets, and functional shared services up to and including the executive officers of the Company. The Board is also given exposure to emerging, high-potential leaders through formal presentations to the Board and working groups with Board committees.

Beyond the annual succession planning session, the Board is routinely updated on workforce matters including key workforce indicators, team member engagement, recruiting programs, and talent development programs.

## STOCKHOLDER ENGAGEMENT

---

In recent years, we expanded our efforts for engaging with stockholders and introduced a proactive Board outreach program that focused on building relationships with governance representatives among our top stockholders.

During the 2023 proxy season, we proactively reached out to Stericycle's top 30 stockholders, representing approximately 83% of outstanding shares, offering the opportunity to discuss executive compensation, governance, and matters up for vote at the annual meeting of stockholders. Five stockholders, who held approximately 36.5% of outstanding shares, met with the Company in response to this outreach. In December 2023, we furthered our outreach efforts by contacting our top 25 stockholders, representing approximately

78% of outstanding ownership, to review our Board and executive management refresh, results of the 2023 Annual Meeting of Stockholders, the Company's ESG journey, and to discuss broader governance matters. Eight stockholders, who held approximately 37% of outstanding shares, met with the Company in response to this outreach.

The proxy and off-cycle outreach programs provided our Board with useful input from our stockholders. The Board acknowledges that transparency and responsiveness are important components of our governance commitment to stockholders. We remain committed to engaging with our stockholders and value their input and feedback on the governance practices at the Company.

## RISK OVERSIGHT

---

The Board regularly devotes time during its meetings to reviewing and discussing the most significant risks facing the Company and management's responses to those risks. During these discussions, the Chief Executive Officer, Chief Financial Officer and Chief Information Officer, General Counsel, Chief Ethics and Compliance Officer, and other members of executive and senior management present management's assessment of risks, a description of the most significant risks facing the Company and any mitigating factors and plans or practices in place to address and monitor those risks.

Each Board committee addresses relevant risk topics as part of its committee responsibilities. The committees oversee the Company's risk profile and exposures relating to matters within the scope of their authority and provide periodic reports to the full Board about their deliberations and recommendations. The Audit Committee reviews with management significant risks and exposures identified by management, our internal audit staff or the independent

accountants, and management's steps to address these risks. The Company has established an Enterprise Risk Management ("ERM") function and program, has established an ERM Governance Committee comprised of members of management and reviews its progress with the Audit Committee. The Compensation and Human Capital Committee is responsible for overseeing the management of risks relating to the Company's executive compensation plans and its overall compensation philosophy. The Nominating and Governance Committee reviews overall governance risk, including Board and committee composition, ESG, governance processes and stockholder proposals and relations. The Operations, Safety and Environmental Committee reviews and monitors risks related to ERP implementation, operational, safety, environmental, and regulatory matters.

Responsibility for risk management flows to individuals and entities throughout our Company as described above, including our Board, Board committees and senior management. We believe our culture

has facilitated, and will continue to facilitate, effective risk management across the Company.

## HUMAN AND CIVIL RIGHTS

We are committed to respecting human rights and to ensuring everyone is treated with dignity and respect in all the jurisdictions within which we operate. We work to put people first—by being a force for safety, equity, opportunity, creating an inclusive and diverse work environment and respecting the human rights, including the civil rights, of everyone whose lives we touch. Our framework for the implementation and oversight of our human rights commitments and stewardship actions include impact and risk assessments, active governance and Board oversight, engagement with our communities and key stakeholders, and regular, transparent public reporting.

At the 2022 Annual Meeting of Stockholders, a majority of our stockholders voted in favor of a stockholder proposal that requested, among related matters, that the Board of Directors “oversee a third-party audit analyzing the adverse impact of Stericycle’s policies and practices on the civil rights of company stakeholders, above and beyond legal and regulatory matters, and to provide recommendations for improving the Company’s civil rights impact.” Following the 2022 Annual Meeting, we engaged the law firm WilmerHale to conduct a civil rights audit, and we discussed with the proponent the planned scope of the audit.

The audit had two primary components that focused on our U.S. operations: an internal workforce review and an environmental justice review.

- *Internal Workforce Review.* With respect to the internal workforce review, WilmerHale assessed:
  - Stericycle workplace policies, procedures, and trainings related to discrimination, harassment, retaliation, and related workforce issues;

- How Stericycle investigates and responds to workplace concerns;
- Stericycle’s processes and programs related to talent management, including recruiting, hiring, promotion, and retention of employees; and
- Stericycle’s strategy, programs, and initiatives to promote diversity, equity, and inclusion within its workforce.

- *Environmental Justice Review.* With respect to the environmental justice review, WilmerHale assessed:

- Stericycle’s environmental, health and safety policies, procedures and trainings related to community engagement and potential environmental impacts of operations on neighboring communities;
- Pertinent publicly available information concerning the environmental context of Stericycle’s operations, including actual and perceived environment or public health-related impacts;
- Emissions information submitted to federal and state agencies under Stericycle’s environmental permits; and
- Environmental justice-related processes of other companies in the industry for comparison.

In addition to reviewing written policies, procedures, and trainings, WilmerHale spoke with relevant internal stakeholders to understand how what’s on paper actually works in practice. We have posted a report on the results of the audit on our investor relations website, [investors.stericycle.com](https://investors.stericycle.com).

## ANTI-HEDGING AND ANTI-PLEDGING POLICY

Our directors, officers, consultants, independent contractors and employees of the Company and its subsidiaries are prohibited from (i) short selling our securities, including as part of an arbitrage transaction; (ii) other speculative trading in our securities or hedging of their ownership of our securities, including writing or trading in

options, warrants, puts and calls, prepaid variable forward contracts, equity swaps, collars, or exchange funds; (iii) other transactions that are designed to hedge or offset decreases in the price of our securities; or (iv) holding our securities in a margin account or otherwise pledging our common stock in any manner.

## CLAWBACK POLICY

In order to encourage sound financial reporting and enhance individual accountability, we maintain a clawback policy that allows us to recover certain incentive-based compensation. We amended the clawback policy, effective October 2, 2023, to comply with the new Nasdaq listing standards requiring listed companies to adopt compensation recoupment policies containing certain provisions. We also retained the more expansive provisions of our prior clawback policy in connection with those amendments, as further described below. Our current clawback policy is available on our investor relations website, [investors.stericycle.com](https://investors.stericycle.com).

The clawback policy applies to our executive officers, Senior Vice Presidents and Vice Presidents (collectively, “Covered Employees”).

“Covered Employee” includes any current or former Covered Employee. The group of Covered Employees is broader than required by Nasdaq, which only covers current or former executive officers.

The clawback policy provides for recoupment in connection with two types of triggering events: (a) an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (an “Accounting Restatement”); and (b) misconduct resulting in

either a violation of law or of Company policy that has caused significant financial harm to the Company, and either the Covered Employee committed the misconduct or failed in his or her responsibility to manage or monitor the applicable conduct or risks (“Misconduct”).

The clawback policy provides that promptly following an Accounting Restatement, the Compensation and Human Capital Committee will determine the amount of the erroneously awarded compensation, which is the excess of the amount of incentive-based compensation received by the Covered Employees during the three completed fiscal years immediately preceding the required restatement date over the amount of incentive-based compensation that otherwise would have been received had it been determined based on the restated amounts, computed without regard to any taxes paid. The Company will provide each such Covered Employee with a written notice of such amount and a demand for repayment or return. If such repayment or return is not made within a reasonable time, the clawback policy provides that the Company will recover the erroneously awarded compensation in a reasonable and prompt manner using any lawful method, subject to limited exceptions as permitted by Nasdaq listing standards.

As noted above, the clawback policy also provides for potential recoupment in circumstances other than in connection with the Nasdaq-required circumstance of an Accounting Restatement, namely, in the case of Misconduct. The clawback policy provides that promptly following Misconduct, the Compensation and Human Capital Committee will determine whether, in its discretion, there are

appropriate circumstances to require recovery from a Covered Employee, taking into account all relevant facts and circumstances such as the extent of the Covered Employee’s involvement in the Misconduct that caused financial harm to the Company, the amount of incentive-based compensation involved, the likelihood of success in any action to enforce recovery, the possible costs of recovery, whether requiring reimbursement or cancellation of incentive-based compensation would result in substantial adverse tax or accounting consequences to the Company, and whether requiring reimbursement or cancellation of incentive-based compensation would prejudice the Company’s interest in any related proceeding or investigation. To the extent the Compensation and Human Capital Committee deems it appropriate to require recovery, it will determine the amount of erroneously awarded compensation for each Covered Employee who has committed such Misconduct, which erroneously awarded compensation is defined for these purposes as incentive-based compensation that was awarded, vested or paid or is scheduled to be vested or paid during any fiscal year in which the Misconduct occurred, and which includes any proceeds from the sale of any equity-based incentive-based compensation and is calculated net of taxes paid or payable. The Company will provide each such Covered Employee with a written notice of such amount and a demand for repayment or return. If such repayment or return is not made within a reasonable time, the clawback policy provides that the Company will recover the erroneously awarded compensation in a reasonable and prompt manner using any lawful method.

---

## COMPENSATION RISK ASSESSMENT

Our executive compensation philosophy guides the design of our compensation programs and policies, aiming to attract, motivate and retain top talent while aligning executive officers with the interests of customers and shareholders. The Committee and management consistently evaluate the risk-reward relationship in our executive incentives to ensure our compensation programs do not incentivize unnecessary risk-taking.

Management conducts an annual risk assessment of the executive annual incentive plan and the performance share plan. In 2024, Stericycle requested that Pay Governance, the executive compensation consultant to the Committee, conduct a formal review

of the outcome of the risk assessment. Pay Governance is uniquely positioned to provide this review as they are familiar with our incentive plans and their evolution, and they offer compensation consulting services to many large companies. The results of the assessment were presented to the Committee in March 2024, consistent with our annual cadence for risk review, and confirmed that our incentive plans do not encourage risk-taking that would likely have a material adverse effect on our business. We will continue to monitor and evaluate our incentive plans and compensation practices on an annual basis.

---

## 10b5-1 TRADING PLAN GUIDELINES

Our Board has adopted guidelines with respect to trading plans (“10b5-1 Plans”) adopted by employees or directors pursuant to Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the “10b5-1 Plan Guidelines”). These 10b5-1 Plan Guidelines are in addition to the requirements and conditions of applicable law and other Company policies, including our Securities Trading Guidelines and Policy. The 10b5-1 Plan Guidelines require that 10b5-1 Plans be approved by and filed with our General Counsel or his or her designee and that they only be adopted or amended while a trading blackout is not in effect. Further, the 10b5-1 Plan Guidelines require that 10b5-1 Plans include a written representation that the individual, at the time of entering into or amending a plan, is not aware of any material, non-public information

regarding the Company or its subsidiaries, and is adopting the plan in good faith and not as part of a plan or scheme to evade applicable law. The 10b5-1 Plan Guidelines provide for a “cooling off” period for directors and executive officers of at least 90 days, or until two business days following the filing of the Form 10-K or Form 10-Q for the quarter in which the plan was adopted, whichever is longer, but not to exceed 120 days; and for all other individuals, at least 30 days, before trades can occur after adoption or amendment of a 10b5-1 Plan and before adoption of a new plan after early termination of an existing 10b5-1 Plan. Our 10b5-1 Plan Guidelines also set restrictions on the number of 10b5-1 Plans a covered individual may have in effect, trading outside of an existing 10b5-1 Plan and the length of time a plan may be in effect.

## CODE OF CONDUCT

---

We maintain a Code of Conduct that sets forth standards regarding matters such as honest and ethical conduct, compliance with law, and full, fair, accurate, and timely disclosure in reports and documents we file with the SEC and in other public communications. The Code of Conduct applies to all our employees, officers, and directors, including our principal executive officer, principal financial officer, and principal accounting officer.

The Code of Conduct is available on our investor relations website, [investors.stericycle.com](https://investors.stericycle.com), and is available free of charge on written request to Investor Relations, Stericycle, Inc., 2355 Waukegan Road, Bannockburn, Illinois 60015. Any amendments to certain provisions of the Code of Conduct or waivers of such provisions granted to certain executive officers will be disclosed promptly on our website.

## ADDITIONAL INFORMATION

---

We will provide a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 without charge to each stockholder as of the record date who sends a written request to Investor Relations, Stericycle, Inc., 2355 Waukegan Road, Bannockburn, Illinois 60015. Copies of this proxy statement and our

Annual Report on Form 10-K as filed with the SEC are available on our investor relations website, [investors.stericycle.com](https://investors.stericycle.com). Copies of this proxy statement and our Annual Report on Form 10-K may also be accessed directly from the SEC's website, [sec.gov](https://sec.gov).

## COMMUNICATIONS WITH THE BOARD

---

Stockholders and other interested parties who would like to communicate with the Board may do so by writing to the Board of Directors, Stericycle, Inc., 2355 Waukegan Road, Bannockburn, Illinois 60015. Our Investor Relations department will process all communications received. Communications relating to matters within the scope of the Board's responsibilities will be forwarded to the Chairman of the Board and, at his direction, to the other

directors. Communications relating to ordinary day-to-day business matters that are not within the scope of the Board's responsibilities will be forwarded to the appropriate officer or executive. Communications addressed to a particular committee of the Board will be forwarded to the Chair of that committee and, at his or her direction, to the other members of the committee.

## DIRECTOR COMPENSATION

---

For 2023, the compensation for serving as an outside director consisted of an annual cash retainer of \$95,000 and an annual equity retainer of \$155,000, which were increases of \$15,000 and \$10,000, respectively, from the 2022 compensation, to better align our director compensation with the median of our peer companies' director compensation. Unless deferred, the annual equity retainer was paid entirely in time-based RSUs, which vest on the first anniversary of the grant date. We also paid the following retainers to directors with additional responsibilities as the Chairman of the Board or the Chair of a committee:

- Chairman of the Board – \$62,500 cash and \$62,500 in RSUs
- Chair of the Audit Committee – \$25,000 cash
- Chair of the Compensation and Human Capital Committee – \$20,000 cash
- Chair of the Nominating and Governance Committee – \$20,000 cash
- Chair of the Operations, Safety and Environmental Committee – \$20,000 cash

Under the terms of the Director Compensation Plan, directors may elect to convert all or a portion of the annual cash retainer to time-based RSUs. Directors may also elect to defer receipt of all or a portion of their annual director compensation and convert such compensation to deferred stock units ("DSUs"). DSUs are generally payable in the form of shares of our common stock within a certain period after a director's death or other separation from service. We did not pay any other fees or other cash compensation to our directors who served during 2023 or provide them with any perquisites or other personal benefits. Directors are not paid separate fees for attending meetings of the Board or its committees. Directors' cash compensation is payable on a quarterly basis in arrears and prorated if the director did not serve the entire quarter.

In 2024, the compensation package for the Board will include a \$10,000 increase to the cash retainer to \$105,000 and a \$5,000 increase to the equity retainer to \$160,000. The changes are intended to better align director compensation with the median director compensation of our peers.



The following table provides information about the compensation paid to our directors in 2023. Ms. Miller did not receive any additional compensation for her services as a director.

Name	Fees Earned or Provided in Cash <sup>(1)</sup> (\$)	Stock Awards <sup>(2)</sup> (\$)	Total (\$)
Robert S. Murley	150,000	217,475	367,475
Brian P. Anderson	112,500	154,972	267,472
Lynn D. Bleil	107,500	154,972	262,472
Thomas F. Chen	87,500	154,972	242,472
Victoria L. Dolan	47,500	154,972	202,472
Naren K. Gursahaney	74,167	219,573	293,740
J. Joel Hackney, Jr.	87,500	154,972	242,472
Stephen C. Hooley	107,406	154,972	262,378
Kay G. Priestly <sup>(3)</sup>	40,000	—	40,000
James L. Welch	107,500	154,972	262,472

(1) Mr. Hooley converted \$107,406 of his cash compensation into 2,384 DSUs.

(2) Stock awards are valued in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718, based on the closing price of our common stock on the date of the grant. As of December 31, 2023, our non-employee directors held the following outstanding awards:

Name	Stock Options <sup>(A)</sup>	RSUs	DSUs
Robert S. Murley	4,887	—	19,588
Brian P. Anderson	4,887	3,620	1,506
Lynn D. Bleil	16,522	—	18,667
Thomas F. Chen	21,720	3,620	1,506
Victoria L. Dolan	—	—	3,620
Naren K. Gursahaney	—	—	5,129
J. Joel Hackney, Jr.	—	3,620	—
Stephen C. Hooley	—	—	20,959
Kay G. Priestly	—	—	—
James L. Welch	—	3,620	—

(A) Represents stock options granted in prior years. No stock options have been issued to any non-employee directors since January 2017.

(3) Ms. Priestly did not stand for re-election at the 2023 Annual Meeting of Stockholders, and therefore her service on the Board ended on May 16, 2023.



## STOCK OWNERSHIP GUIDELINES

---

We maintain Stock Ownership Guidelines that require that the Chief Executive Officer and all directors hold at least six times their annual salary (Chief Executive Officer) or five times their annual cash retainer (non-employee directors) in our common stock, to help further align the long-term interests of directors with the interests of our stockholders.

Although there is no specific period in which directors are required to achieve the applicable ownership threshold, they are expected to make continuous progress toward that goal. To that end, each non-employee director must retain 50% of his or her stock awards until the minimum position requirement has been achieved. All of our directors are in compliance with the current minimum stock ownership requirement of five times the annual cash retainer with the exception of Ms. Dolan, who was first elected at the 2023 Annual Meeting and is continuing to make progress toward meeting that requirement.

Compliance with these ownership guidelines is measured following the same process used for confirming stock ownership by executive officers. See “Stock Ownership Guidelines” under the “Other Compensation Matters” section.

## ITEM 2 Advisory Vote to Approve Executive Compensation

Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are asking our stockholders to approve, by means of a non-binding advisory vote, the compensation of our named executive officers as disclosed in this proxy statement.

This proposal, popularly known as “say-on-pay,” enables stockholders to express or withhold their approval of our executive compensation program in general. The vote is intended to provide an assessment by our stockholders of our overall executive compensation program and not of any one or more particular elements of that program. The Compensation and Human Capital Committee and the full Board intend to consider the outcome of this non-binding advisory vote in making future executive compensation decisions. Because this vote is advisory and non-binding, it will not necessarily affect or otherwise limit any future compensation of any of our named executive officers. This advisory vote to approve executive compensation will be held on an annual basis at least until the next advisory vote to determine the frequency of such vote, which is expected to be in 2029.

Our executive compensation program is described in the “Compensation Discussion and Analysis” section of this proxy statement and the related tables and narrative discussion. Stockholders are strongly urged to read this material in its entirety, and in particular to read the “Executive Summary” section of “Compensation Discussion and Analysis” to obtain an informed understanding of our executive compensation program.

We believe that our executive compensation program is firmly aligned with the long-term interests of our stockholders. Our executive compensation program has as its objectives (i) to attract, motivate, and retain highly qualified executive officers dedicated to protecting our customers’ and our stockholders’ interests and (ii) structuring a substantial portion of executive compensation so that it is linked to Stericycle’s financial performance and sustained stock price growth. This alignment closely links executive officers’ compensation to the success of Stericycle.

**The Board of Directors recommends a vote “FOR” the approval of this advisory resolution on the compensation of our Company’s named executive officers, as disclosed in this proxy statement. Proxies solicited by the Board will be so voted unless stockholders specify a different choice.**

We believe that our executive compensation program satisfies these objectives. Our executive compensation program consists of short-term cash compensation and long-term equity-based incentive compensation. As described below in “Compensation Discussion and Analysis,” 2023 cash compensation was paid in the form of a base salary and annual bonus, and long-term incentive compensation was paid in the form of time-based RSUs and PSUs. Annual cash performance bonuses are dependent on Company-wide performance. The value of the RSUs is linked to the performance of our common stock, and in the case of PSUs, achievement of a pre-established earnings per share metric (“EPS Metric”), return on invested capital metric (“ROIC Metric”) and relative total stockholder return (“rTSR”) goals. With respect to 2023, cash compensation represented 35%, equity compensation represented 64%, and other compensation represented 1% of Ms. Miller’s total direct compensation, and, on average, cash compensation represented 45%, equity compensation represented 54%, and other compensation represented 1% of the total direct compensation of our other named executive officers.

Based on the 2023 fiscal year performance, our executive officers earned 94% of their cash incentive target. Under the long-term incentive program, our executive officers achieved 121.8% of the 2023 performance year target with respect to the last tranche of the PSU awards granted in 2021. The rTSR modifier applied to the average of the three performance years (2021, 2022 and 2023) was 75%; therefore, the 2021 PSU award vested at 74.95%.

As more fully discussed in the “Compensation Discussion and Analysis” section and the related tables and narrative discussion, the Board requests stockholders to approve the following resolution:

Resolved, that the stockholders approve, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in the Compensation Discussion and Analysis section, the compensation tables and the related narrative disclosure in this proxy statement.

# Compensation Discussion and Analysis

## EXECUTIVE SUMMARY

### 2023 WAS AN OVERALL POSITIVE YEAR FOR STERICYCLE, EXCEEDING TARGET ON MOST OF THE FINANCIAL, OPERATIONAL AND SAFETY GOALS IN THE EXECUTIVE INCENTIVE PLANS

---

In 2023, Stericycle remained focused on its five key business priorities that have driven our transformation.

Highlights include:

- **Quality of Revenue:** We generated organic growth of 2.2%<sup>(1)</sup> with Regulated Waste and Compliance Services ("RWCS") contributing 4.2%. Further, we remain committed to expanding service penetration, improving customer implementation velocity, and deepening customer partnerships by developing enhanced customer solutions.
- **Operational Efficiency, Modernization, and Innovation:** In 2023, we completed more than 20 upgrades to our facilities. We also continued with the construction of our new incinerator in Nevada, which remains on schedule to finish the build in the first half of 2024, followed by the testing phase, regulatory phase, and then an eventual move into full production.
- **ERP Implementation:** We completed the deployment of our ERP for the U.S. RWCS business, upgraded our international Secure Information Destruction systems and began the efforts to replace our international regulated waste system platform.
- **Debt Reduction and Debt Leverage Improvement:** We successfully continued to reduce both our debt and our credit agreement defined debt leverage ratio, ending the year with a ratio of 2.85X.
- **Portfolio Optimization:** We completed eight divestitures in 2023 and exited six countries.

Financial performance on the short-term incentive plan ended just below target at 94% and the long-term incentive plan ended above target at 121.8% for the last tranche of the 2021 award, for an overall vest of 74.95%. The majority of the NEOs' total compensation continued to place a heavy emphasis on performance-based or "at-risk" pay for 2023, and as a result, compensation outcomes for 2023 were aligned with Stericycle's levels of achievement against financial, operational and safety goals in the executive incentive plans.

For the 2023 short-term incentive plan, the plan includes earnings before interest and tax ("EBIT") (the "EBIT Metric"), Free Cash Flow (the "Free Cash Flow Metric") and safety metrics (the "Safety Metrics"), which include metrics related to a reduction in Total Recordable Incident Rate ("TRIR") frequency and a reduction in the frequency of severe vehicle incidents. The Compensation and Human Capital Committee believes that Free Cash Flow and EBIT represented the best financial metrics to measure success based on our 2023 business objectives, and our two Safety Metrics are especially relevant metrics in our industry, focused on keeping team members, customers and communities safe.

For the 2023 long-term incentive plan, executives received 45% of their award in time-based RSUs and 55% in performance-based PSUs. Vesting of the PSUs is based on the performance of two equally weighted metrics, an EPS Metric and a ROIC Metric, over a three-year period (2023-2025) and then adjusted by an rTSR modifier calculated on Stericycle's three-year performance relative to the S&P MidCap 400 Index, which further aligns plan performance with shareholder return. Actual vesting is determined at the end of the three-year period when all three years' results and the three-year rTSR modifier can be measured. For the PSUs granted in 2021, the weighted vesting at the end of the three-year performance period of 2021-2023 was 74.95%, after applying a 75% rTSR modifier.

We welcome the opportunity to engage with our stockholders on the 2023 results and have provided more detail on the enhancements for 2024 further in this Compensation Discussion and Analysis. Stericycle achieved 97.7% support on the say-on-pay vote in 2023. In 2024, the Compensation and Human Capital Committee remains committed to linking executive pay with financial outcomes and stockholder interests and continuing to execute on our long-term business priorities.

---

(1) For a description of the relationship of organic revenue to revenue, please refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the year ended December 31, 2023.

## OUR 2023 NAMED EXECUTIVE OFFICERS

---

This Compensation Discussion and Analysis explains our executive compensation program and the compensation awarded to our Chief Executive Officer, Chief Financial Officer, and our three other most highly compensated executive officers who were serving as executive officers as of the end of 2023. These executives, referred to as our “named executive officers” or “NEOs,” were:

Name	Title (as of December 31, 2023)
<b>Cindy J. Miller</b>	President and Chief Executive Officer
<b>Janet H. Zelenka</b>	Executive Vice President, Chief Financial Officer and Chief Information Officer
<b>Daniel V. Ginnetti</b>	Executive Vice President, International
<b>Kurt M. Rogers</b>	Executive Vice President and General Counsel
<b>S. Cory White</b>	Executive Vice President and Chief Commercial Officer

## EXECUTIVE COMPENSATION PHILOSOPHY AND BEST PRACTICES

### STERICYCLE'S EXECUTIVE COMPENSATION PHILOSOPHY

Our executive compensation program is developed and approved annually by the Compensation and Human Capital Committee to ensure that our program remains both market-competitive and performance-oriented. Aligned with our brand promise of "We protect what matters," the dual objectives are:

1. To attract, motivate, and retain highly qualified executive officers dedicated to protecting our customers' and our shareholders' interests; and
2. To structure a substantial portion of executive compensation linked to Stericycle's financial performance and sustained stock price growth. This alignment ensures executive officers' success is linked to the success of Stericycle.

Our executive compensation program has three components: base salary, short-term incentive awards, and long-term incentive awards. In 2023, base salary and annual performance bonuses

were paid in cash, and long-term incentive compensation was paid in the form of time-based RSUs and PSUs. We strive for market-competitiveness by targeting our executive officers' total direct compensation to be aligned with the median of our peer group. The Compensation and Human Capital Committee also considers experience, individual contributions, and the Company's performance relative to its peer group when determining pay levels.

By linking the majority of our executive officers' compensation with Stericycle financial performance, our executive compensation philosophy supports our brand promise by allowing us to not only protect what matters, but reward those who contribute to the success of Stericycle.

### OUR EXECUTIVE COMPENSATION BEST PRACTICES

The Compensation and Human Capital Committee regularly reviews the executive compensation program to ensure that it is aligned with our compensation philosophy, our Company objectives, and stockholder interests. Highlights of key elements of and exclusions from our program are noted below.

What We Do:	What We Don't Do:
✓ Pay for performance: 100% of annual incentives and 55% of long-term incentive grants are performance-based	✗ No re-pricing of underwater stock options
✓ Align executives' interests with stockholders' interests through long-term incentive compensation, with approximately 65% of CEO compensation and approximately 55% of other NEO compensation paid in equity-based awards in 2023	✗ No excessive perquisites or personal benefits
✓ Maintain an enhanced executive compensation clawback policy	✗ No employment contracts for NEOs
✓ Cap annual and long-term incentive awards	✗ No hedging, pledging or short sale transactions of Stericycle securities
✓ Retain an independent compensation consultant to advise the Compensation and Human Capital Committee	
✓ Conduct a regular review of proxy advisor policies and corporate governance best practices	
✓ Maintain robust stock ownership and retention guidelines	
✓ Provide "double-trigger" (both a change in control and qualifying loss of employment) vesting of equity awards in connection with a change in control	

## OUR COMPENSATION-SETTING PROCESS

### COMPENSATION AND HUMAN CAPITAL COMMITTEE

---

Compensation decisions for our executive officers are made by the Compensation and Human Capital Committee of our Board, subject in some instances to approval by the full Board. All of the Committee's members are independent under the applicable SEC rules and Nasdaq listing standards.

### DECISION-MAKING PROCESSES

---

The Compensation and Human Capital Committee considers a number of factors in setting compensation and incentive award opportunities for our executive officers. These decisions are made with a view to reaching an overall result that the Committee believes is appropriate and fair to each executive officer – both in absolute terms and relative to the compensation of the other executive officers – and fair as well to Stericycle and to our stockholders. The Committee also considers each executive officer's role, contribution to our performance, and the officer's compensation history in making compensation decisions.

Compensation decisions are typically made at the regular meeting of the Compensation and Human Capital Committee during the first quarter of the year based on market study results and the prior year performance of the Company and the executive officers. The Committee considers these results in determining the executive officers' annual cash performance bonus payouts for the prior year and their base salaries and annual cash performance bonus targets for the current year.

Our Chief Executive Officer makes recommendations to the Compensation and Human Capital Committee regarding the compensation of our other NEOs, but management generally does not otherwise participate in the Committee's decisions.

Decisions regarding the annual equity grants to our executive officers and to our employees generally are made during the first quarterly Compensation and Human Capital Committee meeting of the year. The Committee determines the equity grant amounts for our executive officers considering (i) our overall operating performance, (ii) each executive officer's individual responsibilities and performance, (iii) competitive market data, (iv) prior equity grants, and (v) the goal of limiting equity grants to no more than 10% of our fully-diluted shares over a trailing five-year period, thus averaging dilution of no more than 2% a year.

### COMPENSATION CONSULTANT

---

The Compensation and Human Capital Committee engaged Pay Governance LLC as its independent compensation consultant to review our executive compensation philosophy and practices and the composition of our peer group of companies. The Compensation and Human Capital Committee conducts a review of the factors prescribed by SEC and Nasdaq rules and regulations each year and has determined that Pay Governance LLC is independent.

Pay Governance provides consulting services to Stericycle's Compensation and Human Capital Committee, in the form of research, market data, and design expertise in developing

executive and director compensation programs. A representative of Pay Governance attended each of Stericycle's Compensation and Human Capital Committee meetings in 2023 and advised the Committee on all principal aspects of executive compensation, including the competitiveness of program design and award values and specific analyses with respect to the Company's executive officers, including the Chief Executive Officer. The compensation consultant reports directly to Stericycle's Compensation and Human Capital Committee, and the Committee is free to replace the consultant or hire additional consultants or advisers at any time.

### PEER GROUP

---

Our peer group is composed of companies that are similar to us in terms of revenue, number of employees, services offered, and industries served. The companies in the peer group are also representative of the types of companies we compete with for executive talent. The Compensation and Human Capital Committee refers to information about our peer group primarily for the purpose of benchmarking the NEOs' total direct compensation levels, pay practices and industry pay trends. The Compensation and Human Capital Committee reviews the peer group annually and makes adjustments if necessary (for example, to remove companies in the case of an acquisition).

In 2023, the Compensation and Human Capital Committee, together with its independent advisor, determined the current peer group was still relevant and applicable. No changes were made to the peer group for 2024.



For 2023, the peer group consisted of the following companies:

Company Name	2023 Revenue (\$MM)	2023 Employees	Industry Focus
ABM Industries Incorporated	8,096	123,000	Environmental and Facilities Services
Casella Waste Systems, Inc.	1,265	4,200	Environmental and Facilities Services
Cintas Corporation	8,816	44,500	Diversified Support Services
Clean Harbors, Inc.	5,409	21,021	Environmental and Facilities Services
Ecolab Inc.	15,320	48,000	Specialty Chemicals
Healthcare Services Group, Inc.	1,671	33,400	Diversified Support Services
Iron Mountain Incorporated	5,480	27,000	Business Services
Pitney Bowes, Inc.	3,266	10,500	Office Services and Supplies
Republic Services, Inc.	14,965	41,000	Environmental and Facilities Services
Rollins, Inc.	3,073	19,031	Environmental and Facilities Services
Tetra Tech, Inc.	4,523	27,000	Environmental and Facilities Services
The Brink's Company	4,875	67,100	Security and Alarm Services
UniFirst Corporation	2,233	16,000	Diversified Support Services
Waste Connections, Inc.	8,022	22,539	Environmental and Facilities Services
Waste Management, Inc.	20,426	48,000	Environmental and Facilities Services
<b>Stericycle, Inc.</b>	<b>2,659</b>	<b>13,298</b>	Environmental and Facilities Services
<b>Median</b>	<b>5,409</b>	<b>27,000</b>	

## 2023 EXECUTIVE COMPENSATION OVERVIEW

### EXECUTIVE COMPENSATION PROGRAM CONTINUES TO SUPPORT OUR GOALS AND ALIGN WITH BEST PRACTICES

At our 2023 Annual Meeting of Stockholders, our say-on-pay advisory vote garnered 97.7% support, which was higher than our results for 2022, which returned support of 96.6%.

Given the strong stockholder support in 2022 and the positive feedback from subsequent stockholder engagement, the Compensation and Human Capital Committee, with the input of their independent advisor, approved compensation programs for 2023 that were substantially similar to those in place for 2022 and 2021, with modest plan design changes for 2023.

In 2023, we continued our outreach efforts by contacting our top 30 stockholders, representing approximately 83% of outstanding ownership, to review several matters, including the 2023 say-on-pay advisory vote, and five stockholders, who held approximately 36.5% of outstanding shares, met with the Company in response to this outreach. Given the strong stockholder support in 2023 and the positive feedback from subsequent stockholder engagement, the Compensation and Human Capital Committee did not make any plan design changes for 2024. The 2024 program is discussed in more detail under “Our Executive Compensation Program for 2024.”

Noted below is a summary of the key components of the executive compensation plans for 2023.

Component	Key Features	Purpose
<b>Annual cash bonus</b>	Continued the EBIT Metric <sup>(1)</sup> weighted 40%, continued the Free Cash Flow Metric <sup>(1)</sup> weighted 40%, and continued two Safety Metrics, each weighted 10%, for a total Safety Metric weighting of 20%.	80% of the cash bonus focuses on delivering strong financial results while the other 20% focuses on important safety measures globally to ensure the safety of our employees and their communities.
<b>Time-based RSUs</b>	Maintained the time-based RSU component of the total long-term incentive award at 45% of the total long-term incentive award.	To allow for a long-term incentive mix that is consistent with market norms but weighted less heavily than PSUs.
<b>PSUs</b>	<p>Maintained the PSU design which allows for payouts above 100% if achievement of performance goals exceeds targets, and is weighted at 55% of the total long-term incentive award.</p> <p>Continued to use two equally-weighted performance metrics, comprised of the EPS Metric<sup>(1)</sup> and the ROIC Metric<sup>(1)</sup>, and an rTSR modifier to be measured over the three-year performance period.</p> <p>Continued the goal-setting process as a three-year goal for the EPS Metric and the ROIC Metric at the time of grant. Maintained the three-year cliff vesting schedule which pays out only at the end of the three-year performance period.</p>	<p>A greater weighting of PSUs incentivizes leaders to deliver strong financial results and demonstrate a long-term alignment with stockholder interests.</p> <p>Growth and return are classic value creation metrics and two metrics (rather than one) are considered better indicators of financial performance; three-year rTSR modifier further aligns Stericycle payouts with shareholder return.</p> <p>Cliff vesting creates additional incentive for retention of NEOs.</p>
<b>Peer group</b>	2022 analysis of the peer group included the addition of three new companies to the peer group for 2023; no changes are recommended for 2024.	Analysis showed that the previous peer group provided a strong benchmark for the Company; however, three companies were added to the 2023 peer group to maintain a robust peer group; no changes are recommended for 2024.

<sup>(1)</sup> Metrics have pre-approved and clearly defined adjusted items that are reasonable and customary. For additional detail on the adjustments applied to the results of the EBIT Metric, the EPS Metric, the ROIC Metric and the Free Cash Flow Metric, and reconciliations to the most directly comparable U.S. GAAP measures, see Appendix A to this proxy statement.

## OUR EXECUTIVE COMPENSATION PROGRAM FOR 2023

The Compensation and Human Capital Committee works with its compensation consultant annually to conduct an independent review of executive officers' salaries. After considering the results of the independent review, the Compensation and Human Capital Committee approved salary increases for the NEOs effective on March 1, 2023. To ensure appropriate alignment, the Compensation and Human Capital Committee also considered experience, individual contributions and the Company's performance relative to its peer group when setting pay levels. The 2023 salary increases for the NEOs included a 3.6% increase for Ms. Miller, a 3.0% increase for Mr. Ginnetti, and a 3.5% increase for the other NEOs.

For 2023, our NEOs' annual cash performance bonuses were based 40% on the performance of our EBIT Metric and 40% on the performance of our Free Cash Flow Metric. Both metrics have pre-approved and clearly defined adjusted items that are reasonable and customary. The EBIT Metric provides the best representation of how we are achieving results and managing our capital; effective capital management ultimately shows expansion in operating margin if we are putting that capital to its best use. The Free Cash Flow Metric measures our progress on generating cash from operations, improving our balance sheet and the effective deployment of capital investments.

The metrics for the remaining 20% of the 2023 plan focused on safety, which for 2023 consisted of a reduction in the frequency of severe vehicle incidents, weighted at 10%, and a reduction in TRIR frequency, weighted at 10%.

In 2023, the EBIT Metric and the Free Cash Flow Metric excluded the following items:

- certain litigation, settlement, and regulatory compliance matters, including consulting and professional fees;
- changes in sorted office paper (SOP) RISI rates compared to our planned rates;
- changes in foreign currency rates;
- professional spend, losses and gains related to divestiture activity; and
- other, which includes self-insurance settlements, headcount severance and other adjustments.

In addition, the EBIT Metric further excluded the following non-cash items:

- charges related to certain non-cash impairments; and
- changes in depreciation and amortization expenses compared to amounts included in the incentive target.

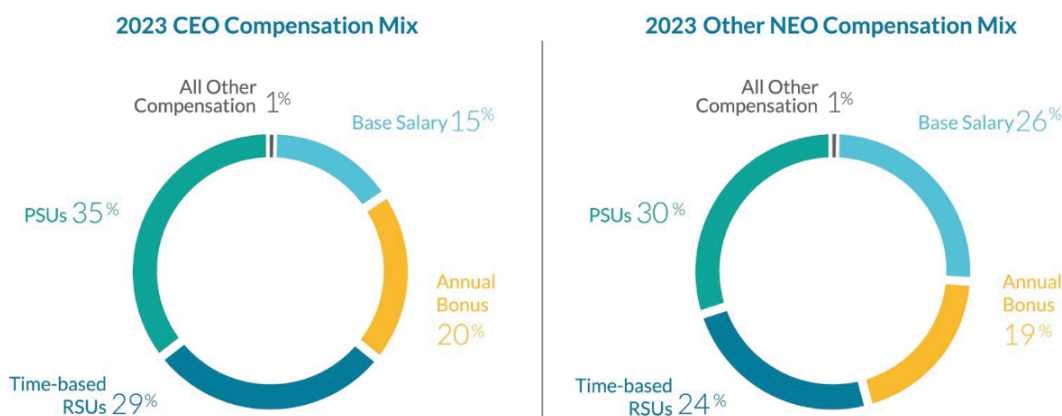
Our executives are also compensated with a long-term incentive program in the form of equity grants. For 2023, the award structure of the long-term incentive plan was divided between time-based RSUs (weighted at 45%) and PSUs (weighted at 55%). Vesting of the PSUs at the end of the three-year vesting period is based on the results of two equally weighted metrics (an EPS Metric and a ROIC Metric) over the three-year period and then multiplied by a rTSR modifier based on the performance of Stericycle's stock relative to the S&P MidCap 400. These grants of equity were designed to incentivize our NEOs to focus on long-term value creation.

The principal elements and purposes of our executive compensation program for 2023 are summarized below. These elements are discussed in more detail under "2023 Compensation Program Highlights."

Compensation Element	Form of Compensation	Performance and Vesting Criteria	Purpose
<b>Base Salary</b>	Cash	N/A	Provide fixed compensation to attract and retain key executives and to offset external factors that may impact incentive pay
<b>Annual Cash Bonus</b>	Cash	Annual EBIT Metric, Annual Free Cash Flow Metric and two Safety Metrics	Incentivize executives to achieve annual performance goals and be rewarded commensurately
<b>Long-term Incentives</b>	Time-based RSUs (45%)	Three-year ratable vesting based on continuous service	Incentivize long-term value creation and align management's interests with those of our stockholders
	PSUs (55%)	Vest, or not, at the end of the three-year period depending on achievement of pre-established performance metrics	

For 2023, approximately 84% of our Chief Executive Officer's target total compensation and approximately 73% of the target total compensation of our other NEOs was at risk.

The chart below illustrates how these components were allocated in actual total compensation received by our Chief Executive Officer and other NEOs in 2023.



## 2023 COMPENSATION PROGRAM HIGHLIGHTS

### BASE SALARIES

The table below illustrates the NEOs' base salaries over the past two fiscal years.

	2023 Salary (\$)	2022 Salary (\$)
Cindy J. Miller	1,075,617	1,038,240
Janet H. Zelenka	724,500	700,000
Daniel V. Ginnetti	622,218	604,095
Kurt M. Rogers	549,016	530,450
S. Cory White	498,112	481,268

### ANNUAL CASH PERFORMANCE BONUSES

Our annual cash performance bonus program is intended to reward our executive officers for achieving our annual operating plans and budgets. Each executive officer is eligible for an annual cash performance bonus equal to a specified percentage of base salary.

In 2023, our executive officers were eligible to earn annual cash performance bonuses based upon the achievement of the targets for the EBIT Metric and the Free Cash Flow Metric developed from our annual operating plan and Safety Metrics.

As a result, 40% of each NEO's 2023 annual cash performance bonus target was tied to the achievement of our annual EBIT Metric goal, 40% was tied to the achievement of our annual Free Cash Flow Metric goal, and the remaining 20% was tied to achievement of improvement in Safety Metrics, to be measured by a reduction in the frequency of severe vehicle incidents (10%) and a reduction in TRIR frequency (10%).

### PERFORMANCE GOALS FOR 2023 – ANNUAL CASH PERFORMANCE BONUS

The Compensation and Human Capital Committee established minimum, target and maximum achievement levels and related payout percentages for each metric of the annual cash performance bonus. The following table shows how different levels of performance on the EBIT Metric and the Free Cash Flow Metric were designed to affect the payout.

	EBIT Metric Cash Bonus Program for 2023 40% Total Cash Bonus			Free Cash Flow Metric Cash Bonus Program for 2023 40% Total Cash Bonus		
	Percentage of Award Payout	Percent EBIT Metric Attainment	EBIT Metric Target (in \$ millions)	Percentage of Award Payout	Percent Free Cash Flow Metric Attainment	Free Cash Flow Metric Target (in \$ millions)
Minimum	10%	80%	>145.8	10%	80%	>159.3
Target	100%	100%	182.4	100%	100%	199.2
Maximum	200%	112.6% or more	205.4 or more	200%	120% or more	239.0 or more

The EBIT Metric and the Free Cash Flow Metric are Non-GAAP measures. For additional detail and reconciliations to the most directly comparable U.S. GAAP measures, see Appendix A to this proxy statement.

With respect to the Safety Metrics under the 2023 annual cash performance bonus program, the targets were a 3% reduction in severe vehicle incidents and a 7% reduction in TRIR frequency. There would have been no payout for the severe vehicle accident metric if we failed to attain a minimum reduction of 1%, and the payout for a reduction at or above the maximum goal of 8% was capped at 150%. There would have been no payout for the TRIR frequency if we failed to attain a minimum reduction of 2.5% recordable injuries and the payout for a reduction at or above the maximum of the goal of 12% was capped at 150%.

The annual target cash performance bonus percentages for 2023 for our NEOs were as follows:

	Target Cash Performance Bonus Percentage of Base Salary	Target Dollar Amount <sup>(1)</sup> (\$)
Cindy J. Miller	130%	1,390,448
Janet H. Zelenka	90%	648,487
Daniel V. Ginnetti	75%	464,467
Kurt M. Rogers	70%	382,211
S. Cory White	70%	346,773

(1) The target dollar amount takes into account the base salary and bonus target changes during 2023.

## PERFORMANCE RESULTS FOR 2023 – ANNUAL CASH PERFORMANCE BONUS

The performance on our EBIT Metric for 2023 for the purpose of the annual cash performance bonus program was \$201.4 million compared to a target of \$182.4 million, yielding a quotient of 110.4%, which correlates to a 182.5% payout for this metric. The performance on our Free Cash Flow Metric in 2023 for the purpose of the annual cash performance bonus program was \$161.5 million compared to a target of \$199.2 million, yielding a quotient of 81.1%, which correlates to a 15% payout for this metric. With regard to the Safety Metrics, we achieved a 26.9% reduction in severe vehicle accident frequency, yielding a quotient of 896%, which correlates to

the maximum payout of 150%, and there was an increase of 2.7% in TRIR frequency, which was below the minimum goal and correlates to a payout of 0%.

When these results are weighted and multiplied, the final payout for the annual cash performance plan is 94% of target. For additional detail on the adjustments applied to the results of the EBIT Metric and the Free Cash Flow Metric, and reconciliations to the most directly comparable U.S. GAAP measures, see Appendix A to this proxy statement.

## LONG-TERM EQUITY INCENTIVE AWARDS

When making long-term equity incentive awards, the Compensation and Human Capital Committee determines the desired total grant date value of each NEO's award in the manner described above under "Our Compensation-Setting Process." For 2023, 45% of that

total amount was awarded in the form of time-based RSUs and 55% was awarded in the form of PSUs.

No stock options were granted to executives in 2022 and 2023.

## TIME-BASED RSUs FOR 2023

In 2023, time-based RSUs constituted approximately 45% of our NEOs' long-term incentive compensation. The number of RSUs awarded to an NEO were determined based on the target grant date value of the NEO's total equity award. The time-based RSUs

granted to executive officers in 2023 as annual awards vest in equal annual installments over three years, beginning on the first anniversary of the grant date.

The 2023 time-based RSU awards for our NEOs were as follows:

	Time-Based RSUs	Grant Date Value (\$)
Cindy J. Miller	47,290	2,024,958
Janet H. Zelenka	22,841	978,052
Daniel V. Ginnetti	11,443	489,989
Kurt M. Rogers	10,962	469,393
S. Cory White	9,945	425,845

## PSUs FOR 2023

PSUs were the remaining 55% of our NEOs' long-term incentive compensation for 2023. The number of PSUs awarded to an NEO was determined based on the target grant date value of the NEO's total equity award. PSUs granted to executive officers in 2023 vest, if at all, at the end of the three-year performance period based on

two equally weighted metrics (an EPS Metric and a ROIC Metric), which are measured over the three-year period and then multiplied by an rTSR modifier based on the performance of Stericycle's stock relative to the S&P MidCap 400 Index.

The target number of PSUs, and the related grant date value, awarded to our NEOs in 2023 were as follows:

	Target PSUs	Grant Date Value <sup>(1)</sup> (\$)
Cindy J. Miller	57,800	2,505,630
Janet H. Zelenka	27,917	1,210,202
Daniel V. Ginnetti	13,986	606,293
Kurt M. Rogers	13,398	580,803
S. Cory White	12,156	526,963

(1) Represents the grant date fair value determined in accordance with FASB ASC Topic 718.

## PERFORMANCE GOALS AND RESULTS FOR 2023 – PSUs

The Company began the practice of granting PRSUs in 2017 and then began granting PSUs instead of PRSUs in 2020. For 2020 and 2021, the Compensation and Human Capital Committee established minimum and maximum achievement levels for conditional vesting of the PSUs based on the annual achievement of targets for two equally weighted metrics, an EPS Metric and a ROIC Metric, during each of the three years in the applicable three-year performance period.

With respect to the 2023 performance year for the 2021 PSUs, the Committee established a goal minimum and maximum for the EPS Metric of \$0.41 and \$0.93, respectively. Performance in between these two points is interpolated on a straight-line basis to determine the conditional vesting of shares. No PSUs are eligible to vest for this metric if we failed to attain a minimum result of \$0.41, and the number of PSUs that are eligible to vest for performance at or above 135% of the target of \$0.69 is capped at 150% for the 2021 PSUs.

With respect to the 2023 performance year for the 2021 PSUs, the Committee established a goal minimum and maximum for the ROIC Metric of 9.9% and 14%, respectively. Performance in between

these two points is interpolated on a straight-line basis to determine the conditional vesting of shares. No PSUs are eligible for conditional vesting for this metric if we failed to attain a minimum result of 9.9%, and the number of PSUs that are eligible to vest for performance at or above 112.6% of the target of 12.4% is capped at 150% for the 2021 PSUs.

The most recent and final performance period under the 2021 PSUs ended December 31, 2023. The achievement of our EPS Metric for 2023 for the purposes of the 2021 PSUs was \$0.87 compared to a target of \$0.69, yielding a quotient of 126%, which correlates to a payout of 137.2% for the metric. The achievement of our ROIC Metric for 2023 for the purposes of the 2021 PSUs was 12.6% compared to a target of 12.4%, yielding a quotient of 101.6%, which correlates to a payout of 106.3% for the metric. Since the two metrics are equally weighted, the total averaged payout is 121.8%, which represents the percentage of conditionally vested PSUs for the 2023 performance year under the third and final tranche of the 2021 PSUs.



[TABLE OF CONTENTS](#)

The number of PSUs granted in 2021 that would vest was based on the average of results from 2021 at 131.6%, 2022 at 46.4%, and 2023 at 121.8%, which resulted in a weighted average of 99.9%. An rTSR modifier of 75% was applied to that total, due to Stericycle's rank in the 15th percentile of the S&P MidCap 400 Index, resulting in an overall vesting of the 2021 PSU awards at 74.95%. The Committee met in February 2024 and certified these results related to the 2021 PSUs, and the following number of PSUs from the 2021 grant vested on March 9, 2024, as compared to target, for each of our NEOs as follows:

	Target Number of 2021 PSUs	Actual Number of 2021 PSUs Earned/Vested
Cindy J. Miller	34,902	26,157
Janet H. Zelenka	13,697	10,264
Daniel V. Ginnetti	8,167	6,120
Kurt M. Rogers	7,711	5,778
S. Cory White	6,862	5,142

The EPS Metric and the ROIC Metric are Non-GAAP measures. For additional detail and reconciliations to the most directly comparable U.S. GAAP measures, see Appendix A to this proxy statement.

## OUR EXECUTIVE COMPENSATION PROGRAM FOR 2024

For 2024, the Compensation and Human Capital Committee once again engaged its compensation consultant to conduct an independent review of executive officer salaries. After considering the results of the independent review, the Compensation and Human Capital Committee approved salary increases for the NEOs effective on March 1, 2024. To ensure appropriate alignment, the Compensation and Human Capital Committee also considered experience, individual contributions, and the Company's performance relative to its peer group when setting pay levels. The 2024 salary increases for the NEOs include a 3.5% increase for Ms. Miller, Ms. Zelenka and Mr. Rogers, a 2.0% increase for Mr. Ginnetti and a 6.4% increase for Mr. White.

The Compensation and Human Capital Committee considered feedback from its advisor and investors when designing the 2024 annual cash incentive plan and decided to make no changes for the 2024 plan. The EBIT Metric provides the best representation of how we are achieving results and managing our capital; effective capital management ultimately shows expansion in operating margin if we are putting that capital to its best use. The Free Cash Flow Metric measures our progress on generating cash from operations, improving our balance sheet, and the effective deployment of capital investments. Both metrics have pre-approved and clearly defined adjustment categories that are reasonable and customary.

The metrics for the remaining 20% of the 2024 annual cash incentive plan will focus on safety, which consists of a reduction in the frequency of severe vehicle incidents and a reduction in TRIR frequency. These safety goals are non-financial metrics (similar to many peers) that sharpen focus on behaviors not captured in

financials. Safety is an essential component of everything we do at Stericycle and reflects our commitment to our customers and employees in keeping all of us and the materials that we collect and dispose of out of harm's way.

For 2024, the Compensation and Human Capital Committee retained the same target cash performance bonus percentage of base salary for each NEO as was in place in 2023.

For the 2024 equity awards, the Compensation and Human Capital Committee continued the practice of dividing equity grants by 55% PSUs and 45% RSUs. The vesting of PSUs is again based 50% on the achievement of an EPS Metric and 50% on a ROIC Metric measured over a three-year period. The PSUs are also tied to an rTSR modifier which will adjust the number of shares to be vested up or down by up to 25% based upon Stericycle's three-year performance relative to the S&P MidCap 400 Index. The rTSR modifier further aligns plan performance with stockholder return. Like the EBIT Metric and Free Cash Flow Metric, the EPS Metric and ROIC Metric both have pre-approved and clearly defined adjustment categories that are reasonable and customary. Like the RSUs granted in 2023, the RSUs granted in 2024 vest in equal annual installments over three years, beginning on the first anniversary of the grant date.

When determining the total grant date value of each NEO's long-term equity incentive award for 2024, the Compensation and Human Capital Committee considered the typical factors it reviews, including our overall operating performance, ERP implementation, each NEO's individual responsibilities and performance, competitive market data, prior equity grants, and potential dilution.

### 2024 EXECUTIVE COMPENSATION PLANS

In order to maintain competitiveness with the market but reflect our company's overall performance, the Committee approved compensation plans for our NEOs that included increases in base salary for the NEOs, but no increase in the cash performance incentive targets, and a two-part equity program. The compensation plans for our NEOs in 2024 are as follows:

	Base Salary (\$)	Cash Performance Bonus Percentage of Base Salary	Granted Target PSUs	Granted Time-based RSUs
<b>Cindy J. Miller</b>	1,113,264	130%	50,264	41,125
<b>Janet H. Zelenka</b>	749,858	90%	25,023	20,474
<b>Daniel V. Ginnetti</b>	634,662	75%	12,697	10,388
<b>Kurt M. Rogers</b>	568,232	70%	12,198	9,980
<b>S. Cory White</b>	530,000	70%	11,340	9,278

## OTHER COMPENSATION MATTERS

### EXECUTIVE SEVERANCE AND CHANGE IN CONTROL PLAN

The Stericycle, Inc. Executive Severance and Change in Control Plan (the “Severance Plan”), which originally went into effect on September 1, 2016, applies to all NEOs. Stericycle introduced the Severance Plan to be competitive with the market and enhance retention, and amended the Severance Plan in 2020 and 2021 to stay aligned with market trends and business goals. The Severance Plan was further amended in September 2022 to clarify certain provisions relating to eligibility for benefits for participants who have notified the Company of their intent to retire.

The Severance Plan provides for severance pay and benefits in the event a covered executive’s employment is terminated by the Company without cause or due to the covered executive’s resignation for good reason. In situations involving a covered executive’s termination of employment due to a voluntary resignation without good reason, the covered executive’s death or disability, termination of the covered executive by the Company for cause, or if the executive’s employment is terminated on or after the retirement date specified in the executive’s written notice of intent to retire (or such later mutually agreed upon date), the Company would only be required to pay accrued obligations to the covered executive.

In the case of a covered executive’s involuntary termination, which includes a termination of employment by the Company other than for cause, death or disability or by the executive for “Pre-CIC Good Reason” (as such term is defined in the Severance Plan), that does not occur within the 24-month period following a change in control, the covered executive will receive the following benefits so long as the executive executes and honors a full waiver and release of claims, which will include non-competition, non-solicitation, confidentiality, and other restrictive covenants that the Company may deem necessary to protect its interests:

- An amount equal to the actual annual incentive the executive would have been paid had the executive remained employed on the payment date applicable to then current employees, prorated based on the executive’s period of service through the executive’s termination date.
- An amount equal to the sum of the executive’s base salary and target annual incentive, each determined as of the termination date, multiplied by the applicable “severance multiple.” For the Chief Executive Officer, the severance multiple is two. For all other executive officers, the severance multiple is one.

- Non-qualified deferred compensation benefits and employee welfare benefits pursuant to the terms of the applicable plans and policies.
- Payment of, or reimbursement for, the cost of COBRA premiums in connection with the executive’s medical, vision, prescription, and dental coverage in effect as of the date of termination, to the extent such premiums exceed the premiums paid for similar provided coverage by active employees, for up to 18 months.
- Reimbursement for outplacement benefits up to \$25,000.

In the case of a covered executive’s involuntary termination, which includes a termination of employment by the Company other than for cause, death or disability or by the executive for “Post-CIC Good Reason” (as defined in the Severance Plan) that does occur within the 24-month period following a change in control, the covered executive will receive the following benefits so long as the executive executes and honors a full waiver and release of claims, which will include non-competition, non-solicitation, confidentiality, and other restrictive covenants that the Company may deem necessary to protect its interests:

- An amount equal to the executive officer’s target annual incentive, prorated based on the executive officer’s period of service through the executive officer’s termination date.
- An amount equal to the sum of the executive officer’s base salary and target annual incentive, each determined as of the termination date, multiplied by the applicable “severance multiple.” For the Chief Executive Officer, the severance multiple is three. For all other executive officers, the severance multiple is two.
- Non-qualified deferred compensation benefits and employee welfare benefits pursuant to the terms of the applicable plans and policies.
- Payment of or reimbursement for the cost of COBRA premiums in connection with the executive’s medical, vision, prescription, and dental coverage in effect as of the date of termination, to the extent such premiums exceed the premiums paid for similar provided coverage by active employees, for up to 18 months.

### DEFERRED COMPENSATION ARRANGEMENTS

Our Board adopted the Stericycle, Inc. Supplemental Retirement Plan (the “Plan”) effective for deferrals of compensation on and after April 1, 2017. Our NEOs are eligible to participate in the Plan, but none of our NEOs elected to participate in the Plan in 2023 or prior years. The Plan is unfunded and designed to be a non-qualified deferred compensation plan in compliance with Section 409A of the Internal Revenue Code.

Under the Plan, a bookkeeping account will be created for each participant. Each year, we will credit a participant’s account with the designated portion of the participant’s compensation that the participant elected to defer for that year (the “Elective Deferral Contributions”) and may credit the participant’s account with a discretionary amount declared by us for that year (the “Company

Discretionary Contributions"). Earnings on the credited amounts will be based on the performance of various investment funds available under the Plan (and as directed by the participant).

The Plan permits participants to elect to receive distributions, which generally become payable upon a termination of employment or a specified date prior to termination of employment, in either a lump sum or in installments over a period of up to 15 years. All distributions from the Plan are in cash. The participant will always be fully vested in that portion of the participant's account attributable to the Elective Deferral Contributions, and will be vested in Company

Discretionary Contributions, if any, five years from the date the first Company Discretionary Contribution is credited to the participant's account, subject to the participant's continued service. Vesting will be accelerated upon a participant's termination of service due to death or disability or a change in control while the participant is still in service.

The unvested portion of a participant's account will generally be forfeited upon termination of employment. A participant's vested interests under the Plan will be forfeited upon a termination of employment for Cause (as defined in the Plan).

## PERQUISITES AND PERSONAL BENEFITS

We provide limited perquisites and personal benefits to our executive officers. See "2023 Summary Compensation Table – All Other Compensation" and the related footnotes.

## STOCK OWNERSHIP GUIDELINES

All our executive officers and non-employee directors are expected to hold a minimum position in our common stock. We established this program to help align the long-term interests of our executive officers and non-employee directors with those of our stockholders. In 2023, we updated ownership guidelines for our CEO from five to six times annual base salary to align with the practice amongst the majority of our peer group.

### Stock Ownership Guidelines

<b>Chief Executive Officer</b>	Six times annual base salary
<b>Other NEOs</b>	Three times annual base salary
<b>Non-Employee Directors</b>	Five times annual cash retainers

Although there is no specific period in which the executive officers and non-employee directors are required to achieve the applicable ownership threshold, they are expected to make continuous progress toward that goal and must retain at least 50% of the net shares acquired upon the vesting or exercise of any equity awards until the minimum position requirement has been achieved.

Shares that will count toward achievement of the stock ownership guidelines include:

- Shares owned outright (including employee stock purchase plan shares, shares obtained through stock option exercises, shares obtained upon vesting of restricted stock and RSUs and securities convertible into shares of common stock on an as-converted basis) by the executive officer or director or any of such person's immediate family members residing in the same household;
- Shares held in trust for the benefit of the executive officer or director or such person's family;

- Shares held in our employee benefit plans, including the 401(k) Savings Plan;
- Shares of unvested restricted stock and RSUs; and
- Shares of vested or unvested RSUs which are deferred under one of Stericycle's deferred compensation plans, such as DSUs.

The in-the-money-value of unexercised stock options (whether vested or unvested) do not count toward achievement of the applicable stock ownership guideline.

Compliance with these stock ownership guidelines is measured quarterly by our internal team responsible for handling executive compensation matters, and the results of such measurement are reported to the Compensation and Human Capital Committee at least once per year. On each measurement date, compliance is measured using each executive officer's base salary then in effect, and the higher of the closing price of a share of our common stock on the measurement date and the average trailing 180-day trading price per share of our common stock on the Nasdaq Stock Market on such date.

## ANTI-HEDGING AND ANTI-PLEDGING POLICY

---

As disclosed earlier in this proxy statement, our directors, officers, consultants, independent contractors and employees of the Company and its subsidiaries are prohibited from (i) short selling our securities, including as part of an arbitrage transaction; (ii) other speculative trading in our securities or hedging of their ownership of our securities, including writing or trading in options, warrants, puts

and calls, prepaid variable forward contracts, equity swaps, collars, or exchange funds; (iii) other transactions that are designed to hedge or offset decreases in the price of our securities; or (iv) holding our securities in a margin account or otherwise pledging our common stock in any manner.

## CLAWBACK POLICY

---

As disclosed earlier in this proxy statement, in order to encourage sound financial reporting and enhance individual accountability, we maintain a clawback policy that allows us to recover certain incentive-based compensation. The clawback policy was amended, effective October 2, 2023, to comply with the new Nasdaq listing standards requiring listed companies to adopt compensation recoupment policies containing certain provisions. We also retained the more expansive provisions of our prior clawback policy in connection with those amendments.

As a result, the clawback policy provides for recoupment in connection with two types of triggering events, an Accounting Restatement (as required by Nasdaq) and Misconduct (broader than required by Nasdaq). For a more detailed description of our clawback policy, please see “Corporate Governance – Clawback Policy.”

## COMPENSATION AND HUMAN CAPITAL COMMITTEE REPORT

---

The Compensation and Human Capital Committee has reviewed and discussed the Compensation Discussion and Analysis with the Company's executive management. Based on this review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

Compensation and Human Capital Committee  
Stephen C. Hooley, Chairman  
Lynn D. Bleil  
Thomas F. Chen  
J. Joel Hackney, Jr.



# EXECUTIVE COMPENSATION

## 2023 SUMMARY COMPENSATION TABLE

The following table summarizes the compensation paid or earned for the fiscal years noted in the table by our NEOs:

Name and Principal Position	Year <sup>(1)</sup>	Salary (\$)	Stock Awards <sup>(2)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(3)</sup> (\$)	All Other Compensation <sup>(4)</sup> (\$)	Total (\$)
<b>Cindy J. Miller</b> President and Chief Executive Officer	2023	1,068,860	4,911,951	1,307,021	3,000	7,290,832
	2022	1,032,890	5,755,287	100,752	17,418	6,906,347
	2021	999,692	3,954,904	1,697,989	3,000	6,655,585
<b>Janet H. Zelenka</b> Executive Vice President, Chief Financial Officer and Chief Information Officer	2023	720,071	2,337,895	609,578	3,000	3,670,544
	2022	692,260	2,734,743	46,773	3,000	3,476,776
	2021	650,841	1,501,178	770,109	3,000	2,925,128
<b>Daniel V. Ginnetti</b> Executive Vice President, International	2023	618,942	1,185,509	436,599	3,000	2,244,050
	2022	600,982	1,436,222	33,820	3,000	2,074,024
	2021	584,510	953,976	576,164	3,000	2,117,650
<b>Kurt M. Rogers</b> Executive Vice President and General Counsel	2023	545,660	1,134,441	359,278	3,000	2,042,379
	2022	527,716	1,348,058	27,718	3,000	1,906,492
	2021	512,404	773,358	471,467	3,000	1,760,229
<b>S. Cory White</b> Executive Vice President, Chief Commercial Officer	2023	495,067	1,027,776	325,967	3,000	1,851,810
	2022	478,788	1,234,078	25,148	16,774	1,754,788
	2021	463,399	759,905	417,020	3,000	1,643,324

(1) For 2022, amounts shown in the "Stock Awards" and "Total" columns (and related footnote (2)) have been adjusted from the amounts reported in the proxy statement filed in 2023 with respect to Year 2 (the 2022 performance year) of the 2021 PSUs, due to those amounts being overstated in the proxy statement filed in 2023.

(2) The amounts shown represent the aggregate grant date fair value of RSU and PSU awards, determined in accordance with FASB ASC Topic 718, based on the closing price of our common stock on the date of the grant. The grant date fair value of the 2023 and 2022 PSU awards, as measured in accordance with FASB ASC Topic 718, is based on our closing stock price on the grant date and the probable outcome of target performance for the three-year performance period of those PSUs. For the 2021 PSUs, because the performance-related component of those PSUs is based on separate measurements of our performance for each year in the three-year performance cycle, FASB ASC Topic 718 requires the grant date fair value to be calculated with respect to one-third of the total PSUs in each year of the three-year performance cycle. As a result, the PSU-related amounts for each year include: (a) for 2023, the sum of the grant date fair values under ASC 718, at target, of the 2023 PSUs for the 2023-2025 performance period, plus the 2023 performance year tranche of the PSUs granted in 2021; (b) for 2022, the sum of the grant date fair values under ASC 718, at target, of the 2022 PSUs for the 2022-2024 performance period, plus the 2022 performance year tranches of the PSUs granted in 2021 and 2020; and (c) for 2021, the sum of the grant date fair values under ASC 718, at target, of the 2021 performance year tranches of the PSUs granted in 2021, 2020 and 2019.

The grant date fair value of time-based RSUs and PSUs granted in 2023, as well as the 2021 PSUs that included a 2023 performance year tranche, are as follows:

Name	Time-Based RSUs (\$)	2023 PSUs (\$)	Year 3 of 2021 PSUs (\$)
Cindy J. Miller	2,024,958	2,505,630	381,363
Janet H. Zelenka	978,052	1,210,202	149,641
Daniel V. Ginnetti	489,989	606,293	89,227
Kurt M. Rogers	469,393	580,803	84,245
S. Cory White	425,845	526,963	74,968

The maximum level of performance for the three-year performance period of the 2023 PSUs is 200%, and includes an rTSR modifier, which will adjust the number of PSUs earned up or down by up to 25% based on our three-year rTSR performance relative to the S&P MidCap 400 Index, and for Year 3 of the 2021 PSUs is 150% (the three-year measurement period for the 2021 PSUs also includes an rTSR modifier, which will adjust the number of PSUs earned up or down by up to 25% based on our three-year rTSR performance relative to the S&P MidCap 400 Index). Assuming the 200% maximum achievement, the aggregate grant date fair value of the 2023 PSUs would be: Ms. Miller - \$5,011,260; Ms. Zelenka - \$2,420,404; Mr. Ginnetti - \$1,212,586; Mr. Rogers - \$1,161,607; and Mr. White - \$1,053,925. Assuming the 150% maximum achievement, the aggregate grant date fair value of the 2023 performance year tranche of the 2021 PSUs would be: Ms. Miller - \$572,045; Ms. Zelenka - \$224,462; Mr. Ginnetti - \$133,841; Mr. Rogers - \$126,368; and Mr. White - \$112,452.

## TABLE OF CONTENTS

The grant date fair value of time-based RSUs and PSUs granted in 2022, as well as the 2021 PSUs and 2020 PSUs that include a 2022 performance year tranche, are as follows:

Name	Time-Based RSUs (\$)	2022 PSUs (\$)	Year 2 of 2021 PSUs (\$)	Year 3 of 2020 PSUs (\$)
Cindy J. Miller	1,934,995	2,557,756	583,910	678,626
Janet H. Zelenka	944,986	1,249,114	229,168	311,475
Daniel V. Ginnetti	475,680	628,835	136,617	195,090
Kurt M. Rogers	453,482	599,471	128,988	166,117
S. Cory White	411,475	543,883	114,785	163,935

The maximum level of performance for the three-year performance period of the 2022 PSUs is 200%, and includes an rTSR modifier, which will adjust the number of PSUs earned up or down by up to 25% based on our three-year rTSR performance relative to the S&P MidCap 400 Index, and for Year 2 of the 2021 PSUs and Year 3 of the 2020 PSUs is 150% (the three-year measurement period for the 2021 PSUs and the 2020 PSUs also includes an rTSR modifier, which will adjust the number of PSUs earned up or down by up to 25% based on our three-year rTSR performance relative to the S&P MidCap 400 Index). Assuming the 200% maximum achievement, the aggregate grant date fair value of the 2022 PSUs would be: Ms. Miller - \$5,115,513; Ms. Zelenka - \$2,498,228; Mr. Ginnetti - \$1,257,671; Mr. Rogers - \$1,198,943; and Mr. White - \$1,087,765. Assuming the 150% maximum achievement, the aggregate grant date fair value of the 2022 performance year tranche of the 2021 PSUs would be: Ms. Miller - \$875,865; Ms. Zelenka - \$343,752; Mr. Ginnetti - \$204,926; Mr. Rogers - \$193,482; and Mr. White - \$172,178. Assuming the 150% maximum achievement, the aggregate grant date fair value of the 2022 performance year tranche of the 2020 PSUs would be: Ms. Miller - \$1,017,939; Ms. Zelenka - \$467,213; Mr. Ginnetti - \$292,635; Mr. Rogers - \$249,176; and Mr. White - \$245,903.

The grant date fair value of time-based RSUs granted in 2021 and PSUs with a 2021 performance year tranche are as follows:

Name	Time-Based RSUs (\$)	Year 1 of 2021 PSUs (\$)	Year 2 of 2020 PSUs (\$)	Year 3 of 2019 PRSUs (\$)
Cindy J. Miller	1,934,955	813,566	678,626	527,757
Janet H. Zelenka	759,319	319,277	311,475	111,107
Daniel V. Ginnetti	452,772	190,373	195,090	115,741
Kurt M. Rogers	427,498	179,743	166,117	—
S. Cory White	380,472	159,953	163,935	55,545

The maximum level of performance for Year 1 of the 2021 PSUs and for Year 2 of the 2020 PSUs is 150% (the three-year measurement period for the 2021 PSUs and the 2020 PSUs also includes an rTSR modifier, which will adjust the number of PSUs earned up or down by up to 25% based on our three-year rTSR performance relative to the S&P MidCap 400 Index), and for Year 3 of the 2019 PRSUs is the same as target. Assuming the 150% maximum achievement, the aggregate grant date fair value of the 2021 performance year tranche of the 2021 PSUs would be: Ms. Miller - \$1,220,349; Ms. Zelenka - \$478,916; Mr. Ginnetti - \$285,560; Mr. Rogers - \$269,615; and Mr. White - \$239,930. Assuming the 150% maximum achievement, the aggregate grant date fair value of the 2021 performance year tranche of the 2020 PSUs would be: Ms. Miller - \$1,017,939; Ms. Zelenka - \$467,213; Mr. Ginnetti - \$292,635; Mr. Rogers - \$249,176; and Mr. White - \$245,903.

- (3) The amounts shown represent the gross amounts of the NEO's annual cash incentive for the applicable fiscal year.
- (4) The amounts shown for 2023 consist of the Company's 401(k) matching contribution to each NEO.

## 2023 GRANTS OF PLAN-BASED AWARDS

The following table provides information about the plan-based awards for our NEOs during 2023:

Name	Award Type	Grant Date <sup>(1)</sup>	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(2)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(3)</sup>			All Other Stock Awards: Number of Shares of Stock or Units <sup>(4)</sup> (#)	Grant Date Fair Value of Stock and Option Awards <sup>(5)</sup> (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Cindy J. Miller			55,618	1,390,448	2,641,851					
	2023 RSUs	3/15/2023							47,290	2,024,958
	2023 PSUs	3/15/2023				10,838	57,800	115,600		2,505,630
	2021 PSUs	3/9/2023				1,091	11,634	21,814		381,363
Janet H. Zelenka			25,939	648,487	1,232,125					
	2023 RSUs	3/15/2023							22,841	978,052
	2023 PSUs	3/15/2023				5,234	27,917	55,834		1,210,202
	2021 PSUs	3/9/2023				428	4,565	8,559		149,641
Daniel V. Ginnetti			18,579	464,467	882,487					
	2023 RSUs	3/15/2023							11,443	489,989
	2023 PSUs	3/15/2023				2,622	13,986	27,972		606,293
	2021 PSUs	3/9/2023				255	2,722	5,104		89,227
Kurt M. Rogers			15,288	382,211	726,201					
	2023 RSUs	3/15/2023							10,962	469,393
	2023 PSUs	3/15/2023				2,512	13,398	26,796		580,803
	2021 PSUs	3/9/2023				241	2,570	4,819		84,245
S. Cory White			13,871	346,773	658,869					
	2023 RSUs	3/15/2023							9,945	425,845
	2023 PSUs	3/15/2023				2,279	12,156	24,312		526,963
	2021 PSUs	3/9/2023				214	2,287	4,288		74,968

(1) The Grant Date for the 2021 PSUs represents the date on which the Compensation and Human Capital Committee established the performance goals for the 2023 performance year tranche for those PSUs.

(2) These amounts consist of the threshold, target and maximum cash award levels set in 2023 under the annual cash performance bonus program. The amounts included in the threshold column reflect the payout if threshold performance were achieved at the minimum level required for any payout under one of the metrics, which was 4.0%. Please see "Compensation Discussion and Analysis" for further information regarding the annual cash performance bonus program.

(3) For the 2023 PSUs, the amounts shown at target represent the target number of units that may be earned, and the earnout percentage may range from 18.75% to 200% of the target number of PSUs. Any earned 2023 PSUs will vest on the third anniversary of the grant date. For the 2021 PSUs, the amounts shown at target represent one-third of the target number of units that may be earned under the terms of the award since performance targets are set annually and, as a result, one-third of the grant date fair value is recognized in each performance year, as further described in footnote (5) below. The earnout percentage may range from 9.375% to 187.5% of the target PSUs granted in 2021, and any earned 2021 PSUs will vest on the third anniversary of the grant date. Please see "Long-Term Equity Incentive Awards" in "Compensation Discussion and Analysis" above.

(4) The amounts represent the time-based RSUs granted to the NEOs in 2023, which vest in equal annual installments over three years, beginning on the first anniversary of the grant date, provided that in each case the executive is still employed by the Company on the vesting date (or if the executive is eligible for vesting under another provision described in the agreement, such as an eligible retirement event). Please see "Compensation Discussion and Analysis" for further information regarding these RSU grants.

(5) The grant date fair value of each time-based RSU award was computed in accordance with FASB ASC Topic 718 based on the closing stock price on the applicable grant date. The grant date fair value of the 2023 PSU awards, as measured in accordance with FASB ASC Topic 718, is based on our closing stock price on the grant date and the probable outcome of target performance for the three-year performance period of the 2023 PSUs. For the 2021 PSUs, because the performance-related component of those PSUs is based on separate measurements of our performance for each year in the three-year performance cycle, FASB ASC Topic 718 requires the grant date fair value to be calculated with respect to one-third of the total PSUs in each year of the three-year performance cycle. For 2023, the grant date fair value of the 2021 PSUs, as measured in accordance with FASB ASC Topic 718, is based on our closing stock price on the grant date and the probable outcome of target performance of the 2023 performance year tranche for the 2021 PSUs. The maximum level of performance for the three-year performance period of the 2023 PSUs is 200%, and includes an rTSR modifier, which will adjust the number of PSUs earned up or down by up to 25% based on our three-year rTSR performance relative to the S&P MidCap 400 Index (subject to the maximum cap of 200%), and for Year 3 of the 2021 PSUs is 150% (the three-year measurement period for the 2021 PSUs also includes an rTSR modifier, which will adjust the number of PSUs earned up or down by up to 25% based on our three-year rTSR performance relative to the S&P MidCap 400 Index).

## 2023 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table provides information about the outstanding equity awards held by the NEOs as of December 31, 2023:

Name	Option Awards					Stock Awards				
	Option Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable <sup>(1)</sup>	Option Exercise Price (\$)	Option Expiration Date	Stock Award Grant Date	Number of Shares or Units of Stock That Have Not Vested <sup>(2)</sup> (#)	Market Value of Shares or Units That Have Not Vested <sup>(3)</sup> (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested <sup>(4)</sup> (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested <sup>(3)</sup> (\$)
Cindy J. Miller						3/15/2023	47,290	2,343,692	10,838	537,131
						3/15/2022	22,664	1,123,228	7,790	386,072
						3/09/2021	9,519	471,762		
	5/02/2019	14,059	—	57.25	5/02/2027	3/09/2021	26,157 <sup>(5)</sup>	1,296,341		
	3/12/2019	33,134	8,283	48.59	3/12/2027	3/12/2019	2,401	118,994		
	11/01/2018	60,391	—	50.78	11/01/2026					
Janet H. Zelenka						3/15/2023	22,841	1,132,000	5,234	259,397
						3/15/2022	11,068	548,530	3,805	188,576
						3/09/2021	3,736	185,156		
	7/01/2019	24,488	—	46.96	7/01/2027	3/09/2021	10,264 <sup>(5)</sup>	508,684		
Daniel V. Ginnetti						3/15/2023	11,443	567,115	2,622	129,946
						3/15/2022	5,572	276,148	1,915	94,907
						3/09/2021	2,228	110,420		
	3/12/2019	8,218	—	48.59	3/12/2027	3/09/2021	6,120 <sup>(5)</sup>	303,307		
	3/01/2018	28,605	—	62.04	3/01/2026					
	2/24/2017	147	—	82.93	2/24/2027					
	2/16/2017	24,993	—	83.35	2/16/2025					
	2/26/2016	508	—	115.54	2/26/2026					
	2/05/2016	43,696	—	111.12	2/05/2024					
Kurt M. Rogers						3/15/2023	10,962	543,277	2,512	124,495
						3/15/2022	5,312	263,263	1,826	90,497
						3/09/2021	2,103	104,225		
						3/09/2021	5,778 <sup>(5)</sup>	286,358		
S. Cory White						3/15/2023	9,945	492,874	2,279	112,947
						3/15/2022	4,820	238,879	1,657	82,121
						3/09/2021	1,872	92,776		
	5/1/2019	10,095	—	56.95	5/1/2027	3/09/2021	5,142 <sup>(5)</sup>	254,838		

(1) Options granted prior to 2019 vest in 20% increments on each of the first through fifth year anniversaries of the option grant date, and options granted in 2019 and 2020 vest in one-third increments on each of the first through third year anniversaries of the option grant date, except that options granted to Ms. Miller on March 12, 2019 vest over five years based on the terms of her offer letter.

(2) Represents time-based RSUs. RSUs granted in 2019 through 2023 vest in one-third increments on each of the first through third year anniversaries of the date of grant, except that RSUs granted in 2019 to Ms. Miller vest over five years based on the terms of her offer letter.

(3) Market value is based on the share price of \$49.56 as of December 29, 2023, the last trading day of 2023.

## TABLE OF CONTENTS

- (4) *The numbers shown represent PSUs which will vest, if at all, on the third anniversary of the date of grant, to the extent performance goals related to the EPS Metric, ROIC Metric, and rTSR are achieved. The amounts shown reflect (a) with respect to the 2023 PSUs for the performance period from 2023 to 2025, the actual results will be determined based on attainment levels as of December 31, 2025; therefore, threshold levels (18.75%) have been assumed; (b) with respect to the 2022 PSUs for the performance period from 2022 to 2024, the actual results will be determined based on attainment levels as of December 31, 2024; therefore, threshold levels (18.75%) have been assumed; and (c) with respect to the 2021 PSUs, the actual results are shown in the table as described in footnote (5).*
- (5) *The numbers shown represent the number of 2021 PSUs that were achieved based on performance in the three-year performance period from 2021 to 2023. These PSUs vested on March 9, 2024.*

## 2023 OPTION EXERCISES AND STOCK VESTED

The following table summarizes information regarding RSU and PSU awards to the NEOs that vested during the fiscal year ended December 31, 2023. No stock options were exercised by the NEOs during the fiscal year ended December 31, 2023.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired Upon Vesting (#) <sup>(1)</sup>	Value Realized on Vesting (\$) <sup>(2)</sup>
Cindy J. Miller	—	—	65,254	2,838,658 <sup>(3)(4)</sup>
Janet H. Zelenka	—	—	27,524	1,198,761 <sup>(3)(4)</sup>
Daniel V. Ginnetti	—	—	17,876	784,268 <sup>(3)(4)</sup>
Kurt M. Rogers	—	—	24,385	1,085,518 <sup>(3)(4)</sup>
S. Cory White	—	—	13,888	605,111 <sup>(3)(4)</sup>

(1) Represents the number of time-based RSUs and PSUs that vested during 2023.

(2) Represents the market value of the shares issued in settlement of time-based RSU awards and PSU awards on the date of the awards vested, calculated using the closing sale price reported on the Nasdaq Global Select Market on the vesting date.

(3) The value realized upon vesting of time-based RSU awards was computed based on the following:

Name	Vesting Date	Number of Shares Acquired on Vesting	Market Price at Vesting (\$)	Value Realized on Vesting (\$)
Cindy J. Miller	3/09/2023	9,519	44.90	427,403
	3/11/2023	10,182	43.50	442,917
	3/12/2023	2,401	43.50	104,444
	3/15/2023	11,331	42.82	485,193
	11/1/2023	2,232	41.03	91,579
Janet H. Zelenka	3/9/2023	3,735	44.90	167,702
	3/11/2023	4,674	43.50	203,319
	3/15/2023	5,534	42.82	236,966
Daniel V. Ginnetti	3/1/2023	1,431	47.30	67,686
	3/9/2023	2,227	44.90	99,992
	3/11/2023	2,928	43.50	127,368
	3/15/2023	2,785	42.82	119,254
Kurt M. Rogers	3/9/2023	2,103	44.90	94,425
	3/15/2023	2,655	42.82	113,687
	4/1/2023	8,559	43.61	373,258
	5/1/2023	2,834	45.55	129,089
S. Cory White	3/9/2023	1,872	44.90	84,053
	3/11/2023	2,460	43.50	107,010
	3/15/2023	2,409	42.82	103,153

(4) The value realized upon vesting of PSU awards was computed based on the following:

Name	Vesting Date	Number of Shares Acquired on Vesting	Market Price at Vesting (\$)	Value Realized on Vesting (\$)
Cindy J. Miller	3/11/2023	29,589	43.50	1,287,122
Janet H. Zelenka	3/11/2023	13,581	43.50	590,774
Daniel V. Ginnetti	3/11/2023	8,505	43.50	369,968
Kurt M. Rogers	5/01/2023	8,234	45.55	375,059
S. Cory White	3/11/2023	7,147	43.50	310,895



## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The Board adopted a plan for executive severance, including but not limited to following a change in control, which went into effect on September 1, 2016 and was amended in 2020, 2021 and September 2022. For further discussion of the executive severance plan, see “Executive Severance and Change in Control Plan” in the “Compensation Discussion and Analysis” section above.

Additionally, the Company’s long-term incentive plans and award agreements provide for the following treatment of awards:

- Upon a change in control, stock options and time-based RSU awards that were granted in 2018 or later will vest in full and PRSU or PSU awards will vest at target level and any restrictions on shares underlying the awards shall lapse if the employee terminates involuntarily and for good reason within 24 months of the change in control.
- Upon a termination of employment due to death or disability, stock options and time-based RSU awards will vest in full and

PRSU awards will vest at target level, without regard to satisfaction of performance targets. In the case of stock options, the vested portion of the option will expire upon the earlier of (i) the first anniversary of the executive’s death or (ii) the option’s expiration date.

- Upon a qualifying retirement, time-based RSU awards will continue to vest in accordance with the applicable vesting schedule and PSU awards will remain outstanding and be earned based on actual performance and vest in accordance with the applicable vesting schedule.
- For terminations of employment other than described above, all unvested awards will be forfeited. In the case of stock options, the vested portion of the option will expire upon the earlier of (i) 90 days after the executive’s termination date or (ii) the option’s expiration date.

### Payments upon a Termination Following a Change in Control

Name	Severance <sup>(1)</sup> (\$)	Annual Incentive <sup>(2)</sup> (\$)	Stock Options <sup>(3)</sup> (\$)	RSUs/ PSUs <sup>(4)</sup> (\$)	Continued Welfare and Other Benefits <sup>(5)</sup> (\$)	Total (\$)
Cindy J. Miller	7,398,195	1,390,448	8,035	10,711,155	—	19,507,833
Janet H. Zelenka	2,745,974	648,487	—	4,933,698	28,889	8,357,048
Daniel V. Ginnetti	2,173,370	464,467	—	2,557,841	36,489	5,232,167
Kurt M. Rogers	1,862,454	382,211	—	2,439,541	39,789	4,723,995
S. Cory White	1,689,770	346,773	—	2,204,924	36,489	4,277,956

### Payments upon a Termination other than for Cause, Disability or Death (Without a Change in Control)

Name	Severance <sup>(6)</sup> (\$)	Annual Incentive <sup>(7)</sup> (\$)	Stock Options (\$)	RSUs/ PSUs (\$)	Continued Welfare and Other Benefits <sup>(8)</sup> (\$)	Total (\$)
Cindy J. Miller	4,932,130	1,307,021	—	—	25,000	6,264,151
Janet H. Zelenka	1,372,987	609,578	—	—	53,889	2,036,454
Daniel V. Ginnetti	1,086,685	436,599	—	—	61,489	1,584,773
Kurt M. Rogers	931,227	359,278	—	—	64,789	1,355,294
S. Cory White	844,885	325,967	—	—	61,489	1,232,341

(1) In accordance with the Executive Severance and Change in Control Plan (the “Executive Severance Plan”), amounts in this column represent severance payments equal to three times for Ms. Miller and two times for the other NEOs, which are the sum of the executive officer’s base salary and target annual incentive.

(2) In accordance with the Executive Severance Plan, the executive will receive a prorated annual incentive for the year in which the termination occurs, calculated based on target performance during the year.

(3) Stock options will vest in full (i) if the NEO’s employment is terminated involuntarily or he or she terminates employment for good reason within 24 months of a change in control; or (ii) upon death. The value shown for stock options was determined by multiplying the number of unvested stock options by the difference between the closing stock price of \$49.56 per share on December 29, 2023, the last trading day of 2023, and the exercise price of the unvested stock options.

(4) Time-based RSUs will vest in full and PRSUs will vest at target level (i) if the NEO’s employment is terminated involuntarily or he or she terminates employment for good reason within 24 months of a change in control; or (ii) upon death. The value shown for RSUs was determined by multiplying the closing stock price of \$49.56 per share on December 29, 2023, the last trading day of 2023, by the number of unvested RSUs and PSUs that would vest upon the triggering event.

## TABLE OF CONTENTS

- (5) *In accordance with the Executive Severance Plan, amounts in this column represent payments by the company for the continuation of medical, dental, and vision insurance for a period of 18 months should the NEO elect COBRA coverage for these benefits based on their benefit elections in place on December 31, 2023.*
- (6) *In accordance with the Executive Severance Plan, amounts in this column represent severance payments equal to two times for Ms. Miller and one time for the other NEOs the sum of the executive officer's base salary and target annual incentive.*
- (7) *In accordance with the Executive Severance Plan, the executive will receive a prorated annual incentive for the year in which the termination occurs, calculated based on actual performance during the year.*
- (8) *In accordance with the Executive Severance Plan, amounts in this column represent \$25,000 in outplacement services plus the amount that would be paid by the company for the continuation of medical, dental, and vision insurance for a period of 18 months should the NEO elect COBRA coverage for these benefits based on their benefit elections in place on December 31, 2023.*

## NON-QUALIFIED DEFERRED COMPENSATION

---

Our Board adopted the Plan effective for deferrals of compensation on and after April 1, 2017. The Plan applies to directors, management and highly compensated employees of Stericycle, or an applicable Company subsidiary. The Plan is unfunded and designed to be a non-qualified deferred compensation plan in compliance with Section 409A of the Internal Revenue Code of 1986, as amended.

Under the Plan, a bookkeeping account will be created for each participant. Each year, we will credit a participant's account with the Elective Deferral Contributions and may credit the participant's account with the Company Discretionary Contributions. Participants may defer up to 80% of salary, bonus, and commissions. Earnings on the credited amounts will be based on the performance of various investment funds available under the Plan (and as directed by the participant). Participants may change investment choices daily.

The Plan permits participants to elect to receive distributions, which generally become payable upon a termination of employment or a

specified date prior to termination of employment, in either a lump sum or in installments over a period of up to 15 years. All distributions from the Plan are in cash. The participant will always be fully vested in that portion of the participant's account attributable to the Elective Deferral Contributions, and will be vested in Company Discretionary Contributions, if any, five years from the date the first Company Discretionary Contribution is credited to the participant's account subject to the participant's continued service. Vesting will be accelerated upon a participant's termination of service due to death or disability or a change in control while the participant is still in service.

The unvested portion of a participant's account will generally be forfeited upon termination of employment. A participant's vested interests under the Plan will be forfeited upon a termination of employment for Cause.

None of the NEOs elected to participate in the Plan in 2023 or prior years, nor are any of them currently a participant in the Plan.

## CHIEF EXECUTIVE OFFICER PAY RATIO FOR 2023

---

We are required to disclose (i) the median of the annual total compensation of our employees (other than our CEO), (ii) the annual total compensation of our CEO, and (iii) the corresponding pay ratio.

We believe our pay ratio is a reasonable estimate, calculated in compliance with the requirements set forth in Item 402(u) of Regulation S-K. Under the pay ratio rule, a company is required to identify its median employee only once every three years so long as during the last completed fiscal year there has been no change in its employee population or employee compensation arrangements that it reasonably believes would result in a significant change to its pay ratio disclosure. During 2023, we did not experience any changes in our employee population or employee compensation arrangements that we reasonably believed would result in a significant change to our pay ratio disclosure, and therefore we used the median employee identified for purposes of the 2022 pay ratio calculation. Further, because we did not experience any changes in our employee population or employee compensation arrangements during 2023 that we reasonably believe would result in a significant change to our pay ratio disclosure, we believe it is reasonable to continue to use the same median employee for purposes of calculating the pay ratio disclosure in this proxy statement.

We identified the median employee using our employee population as of December 31, 2022, and we excluded certain employees utilizing the *de minimis* exception permitted by the pay ratio rule. The consistently applied compensation measure that we used to identify the median employee from that population was base salary as of our measurement date.

We then calculated the median employee's annual total compensation in the same manner as the CEO in the Summary Compensation Table ("SCT"), except that for both the median employee compensation and CEO compensation, we included the Company's portion of health care insurance premiums. For the CEO, this amount was zero in 2023 because she declined to participate in medical coverage provided by the Company.

For 2023, the total compensation for our CEO, Ms. Miller, was \$7,290,832 as reported in the SCT.

Our median employee compensation was \$62,462. Accordingly, our CEO to median employee pay ratio is 117:1.

## PAY VERSUS PERFORMANCE

In accordance with rules adopted by the Securities and Exchange Commission pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, we provide the following disclosure regarding executive compensation of our principal executive officer ("PEO") and the average of the Non-PEO NEOs, and certain performance metrics for the fiscal years listed below. The Compensation and Human Capital Committee did not consider the pay versus performance disclosure below in making its pay decisions for any of the years shown; rather, the Committee followed Stericycle's Executive Compensation Philosophy and best practice when making pay decisions.

Year	Summary Compensation Table Total for PEO <sup>(1)</sup> (\$)	Compensation Actually Paid to PEO <sup>(1),(3),(4)</sup> (\$)	Average Summary Compensation Table Total for Non-PEO NEOs <sup>(1)</sup> (\$)	Average Compensation Actually Paid to Non-PEO NEOs <sup>(1),(3),(4)</sup> (\$)	Value of Initial Fixed \$100 Investment Based On <sup>(5)</sup> :		Net Income (Loss) (\$ Millions)	EPS Metric <sup>(6)</sup> (\$)
					TSR (\$)	Peer Group TSR (\$)		
2023	7,290,832	7,614,184	2,452,195	2,585,125	77.67	156.70	(21.3)	0.87
2022 <sup>(2)</sup>	6,906,348	3,479,110	2,303,020	1,372,979	78.19	136.56	56.5	0.55
2021	6,655,585	5,339,859	2,111,583	1,791,322	93.46	144.60	(26.8)	0.60
2020	5,574,228	7,026,428	2,116,027	2,233,813	108.65	104.81	(55.9)	0.71

(1) Cindy J. Miller was our PEO for each year presented. The individuals comprising the Non-PEO NEOs for each year presented are Janet H. Zelenka, Daniel V. Ginnetti, Kurt M. Rogers, and S. Cory White.

(2) The 2022 amounts reported in the Summary Compensation Table Total and the Compensation Actually Paid columns for the PEO and the average for the Non-PEO NEOs (and in the 2022 adjustment amounts in footnote (4) below) have been modified from the amounts reported in the Pay Versus Performance section of our proxy statement filed in 2023 due to the 2022 amounts in the "Stock Awards" and "Total" columns in the Summary Compensation Table being overstated in the 2023 proxy statement. See footnote (1) to the Summary Compensation Table in this proxy statement.

(3) The amounts shown for Compensation Actually Paid have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually earned, realized, or received by the Company's NEOs. These amounts reflect the Summary Compensation Table total with certain adjustments as described in footnote (4) below.

(4) Compensation Actually Paid reflects the exclusions and inclusions of certain amounts from the Summary Compensation Table total for the PEO and the average of the Non-PEO NEOs as set forth below. Equity values are calculated in accordance with FASB ASC Topic 718. Amounts in the Exclusion of Stock Awards column below are the amounts from the Stock Awards column set forth in the Summary Compensation Table. As permitted, information on the amounts excluded and included with respect to 2021 and 2020 have been omitted from the disclosure below and can be found in the proxy statement filed in 2023, but the amounts excluded and included with respect to 2022 are included due to the updated amounts as described in footnote (2) above.

Year	Summary Compensation Table Total for PEO (\$)	Exclusion of Stock Awards for PEO (\$)	Inclusion of Equity Values for PEO (\$)	Compensation Actually Paid to PEO (\$)
2023	7,290,832	(4,911,950)	5,235,303	7,614,184
2022	6,906,348	(5,755,288)	2,328,050	3,479,110

Year	Summary Compensation Table Total for Non-PEO NEOs (\$)	Exclusion of Stock Awards for Non-PEO NEOs (\$)	Inclusion of Equity Values for Non-PEO NEOs (\$)	Compensation Actually Paid to Non-PEO NEOs (\$)
2023	2,452,195	(1,421,405)	1,554,335	2,585,125
2022	2,303,020	(1,688,275)	758,234	1,372,979

The amounts in the Inclusion of Equity Values in the tables above are derived from the amounts set forth in the following tables:

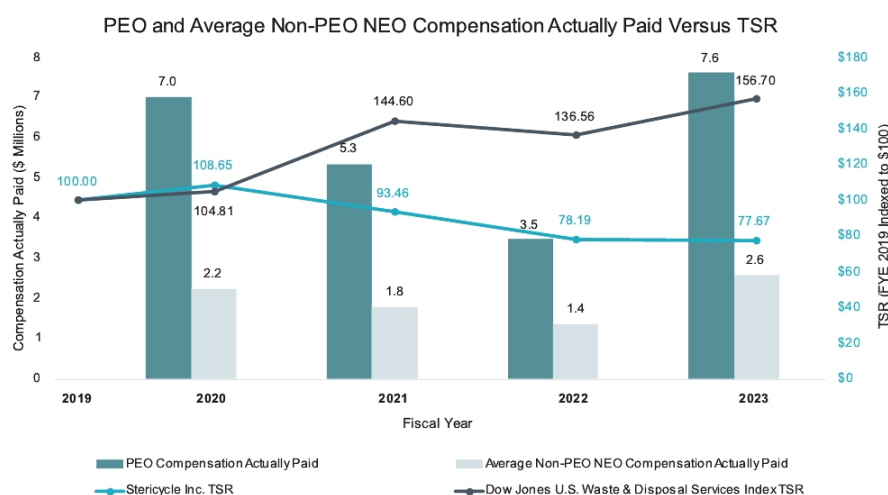
Year	Year-End Fair Value of Equity Awards Granted During Covered Year That Remained Unvested as of End of Covered Year for PEO (\$)	Change in Fair Value from End of Prior Year to End of Covered Year of Unvested Equity Awards Granted in a Prior Year for PEO (\$)	Change in Fair Value from End of Prior Year to Vesting Date of Equity Awards Granted in a Prior Year that Vested During the Covered Year for PEO (\$)	Fair Value at End of Prior Year of Equity Awards Forfeited During Covered Year for PEO (\$)	Total - Inclusion of Equity Values for PEO (\$)
2023	5,854,130	322,681	(941,508)	—	5,235,303
2022	3,947,727	(1,222,599)	(397,078)	—	2,328,050

Year	Year-End Fair Value of Equity Awards Granted During Covered Year That Remained Unvested at End of Covered Year for Non-PEO NEOs (\$)	Change in Fair Value from End of Prior Year to End of Covered Year of Unvested Equity Awards Granted in a Prior Year for Non-PEO NEOs (\$)	Change in Fair Value from End of Prior Year to Vesting Date of Equity Awards Granted in a Prior Year that Vested During the Covered Year for Non-PEO NEOs (\$)	Fair Value at End of Prior Year of Equity Awards Forfeited During Covered Year for Non-PEO NEOs (\$)	Total - Inclusion of Equity Values for Non-PEO NEOs (\$)
2023	1,694,749	111,474	(251,888)	—	1,554,335
2022	1,158,297	(292,732)	(107,331)	—	758,234

- (5) The Peer Group total shareholder return ("TSR") set forth in this table utilizes the Dow Jones U.S. Waste & Disposal Services Index, which we also utilize in the stock performance graph required by Item 201(e) of Regulation S-K included in our Annual Report on Form 10-K for the year ended December 31, 2023. The Company TSR and Peer Group TSR amounts assume \$100 was invested for the period starting December 31, 2019, through the end of the listed year in the Company and in the Dow Jones U.S. Waste & Disposal Services Index, respectively. Historical stock performance is not necessarily indicative of future stock performance.
- (6) We determined the EPS Metric to be the most important financial performance measure used to link Company performance to compensation actually paid to our PEO and Non-PEO NEOs in 2023. The EPS Metric is calculated from diluted earnings per share, adjusted for certain matters, and is a non-GAAP financial measure. For additional detail and reconciliations to the most directly comparable U.S. GAAP measures, see Appendix A to this proxy statement. This performance measure may not have been the most important financial performance measure for prior years and we may determine a different financial performance measure to be the most important financial performance measure in future years.

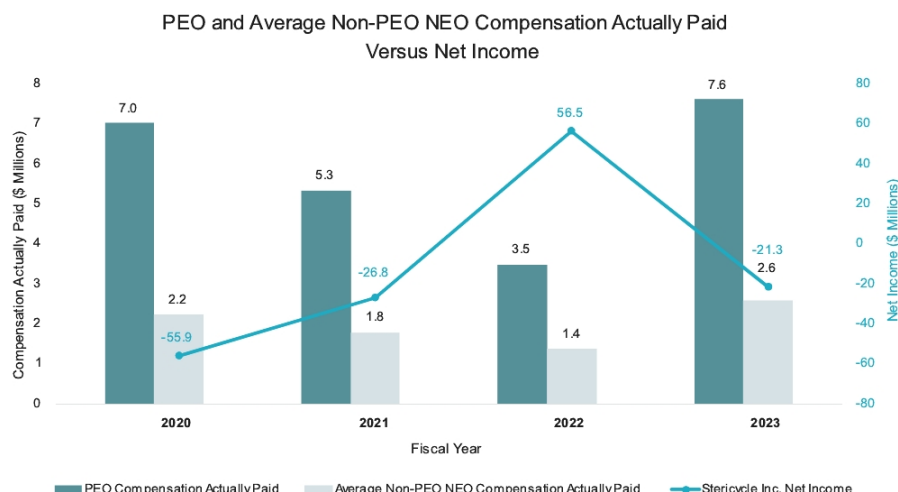
## Relationship Between Compensation Actually Paid and TSR

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Non-PEO NEOs, and TSR for the Company and the Dow Jones U.S. Waste & Disposal Index over the past four fiscal years.



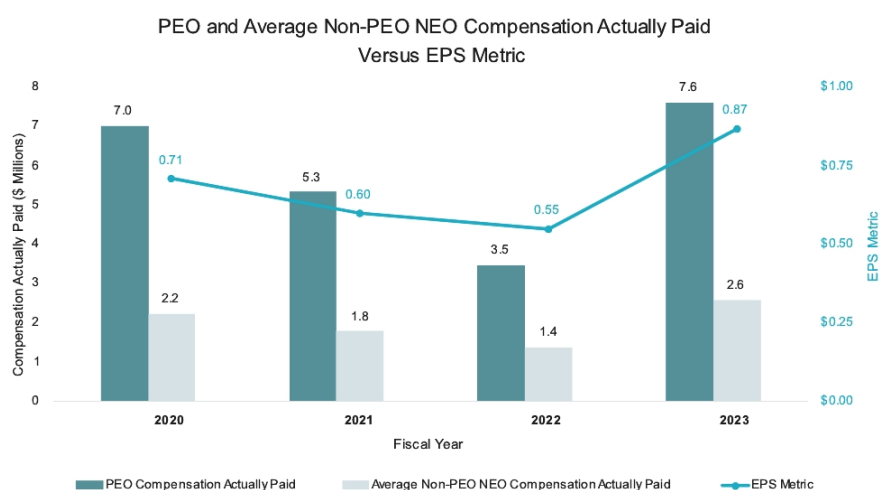
## Relationship Between Compensation Actually Paid and Net Income (Loss)

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Non-PEO NEOs, and our net income (loss) during the past four fiscal years.



## Relationship Between Compensation Actually Paid and EPS Metric

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Non-PEO NEOs, and our EPS Metric during the past four fiscal years.





## Tabular List of Most Important Performance Measures

---

The following table presents the financial performance measures that the Company considers to have been the most important in linking compensation actually paid to our PEO and other NEOs for 2023 to Company performance. The measures in this table are not ranked.

Adjusted ROIC
EBIT
EPS Metric
Free Cash Flow
Relative Total Shareholder Return

## ITEM 3 Ratification of the Appointment of Ernst & Young LLP as Our Independent Registered Public Accounting Firm for 2024

The Audit Committee is directly responsible for the appointment, compensation, retention, and oversight of the independent registered public accounting firm retained to audit our Company's financial statements. The Audit Committee has appointed Ernst & Young LLP ("Ernst & Young") as our Company's independent registered public accounting firm for the fiscal year ending December 31, 2024. Representatives of Ernst & Young are expected to be present at the Annual Meeting to respond to appropriate questions and will have the opportunity to make a statement if they desire to do so.

In considering Ernst & Young's appointment for the 2024 fiscal year, the Audit Committee reviewed the firm's qualifications and competencies, including the following factors:

- Ernst & Young's historical performance and its recent performance during its engagement for the 2023 fiscal year, including its ability to meet deadlines and respond quickly;
- Ernst & Young's capability and expertise in handling engagements with the breadth and complexity of our operations, including its approach to resolving significant accounting and auditing matters and consultations with the firm's national office;
- The qualification and experience of key members of the engagement, including the lead audit partner;
- The adequacy of information provided on accounting issues, auditing issues and regulatory developments;
- The timeliness and quality of Ernst & Young's communication with the Audit Committee, including communications regarding the conduct of the audit and with respect to issues identified in the audit;
- External data on audit quality and performance, including the most recent Public Company Accounting Oversight Board ("PCAOB") reports on Ernst & Young and its peer firms, and management feedback;
- The appropriateness of Ernst & Young's fees, on both an absolute basis and as compared to its peer firms; and
- Ernst & Young's reputation for integrity and competence in the fields of accounting and auditing.

Ernst & Young has served as our independent registered public accounting firm since 1991. The Audit Committee is responsible for the audit fee negotiations associated with our Company's retention of Ernst & Young. In order to assure continued auditor independence, the Audit Committee periodically considers whether there should be regular rotation of the independent registered public accounting firm. In conjunction with the required rotation of Ernst & Young's lead engagement partner, the Audit Committee and its Chairman are directly involved in the selection of Ernst & Young's new lead engagement partner. The current lead audit partner was appointed in 2021.

If our stockholders do not ratify the appointment of Ernst & Young, our Board may reconsider its appointment.

We are asking our stockholders to ratify the selection of Ernst & Young as our independent registered public accounting firm. Although ratification is not required by our bylaws or otherwise, our Board is submitting the selection of Ernst & Young to our stockholders as a matter of good corporate governance. The members of the Audit Committee and the Board believe that the continued retention of Ernst & Young to serve as our Company's independent registered public accounting firm is in the best interests of our Company and its stockholders.

**The Board of Directors recommends a vote "FOR" ratification of Ernst & Young as our Company's independent registered public accounting firm for the fiscal year ending December 31, 2024. Proxies solicited by the Board will be so voted unless stockholders specify a different choice.**

## FEES PAID TO INDEPENDENT AUDITORS

The following table shows the aggregate fees billed to us for the services Ernst & Young rendered during the fiscal years ended December 31, 2023 and December 31, 2022.

Description of Fees	FY 2023 (\$)	FY 2022 (\$)
<b>Audit Fees<sup>(1)</sup></b>	5,042,000	5,110,310
<b>Audit-Related Fees<sup>(2)</sup></b>	—	—
<b>Tax Fees<sup>(3)</sup></b>	—	—
<b>All Other Fees<sup>(4)</sup></b>	6,980	4,690
<b>TOTAL</b>	<b>5,048,980</b>	<b>5,115,000</b>

(1) Includes fees for the audits of annual consolidated financial statements and internal control over financial reporting, reviews of interim financial statements included in our quarterly reports on Form 10-Q, and assistance with and review of certain documents and letters filed with the SEC.

(2) Includes fees related to transaction audit and integration services.

(3) Includes fees related to tax compliance, tax advice and tax planning services.

(4) Includes fees related to access to online research tools.

### AUDIT COMMITTEE PRE-APPROVAL POLICIES

In accordance with policies adopted by the Audit Committee, all audit and non-audit related services to be performed for us by the independent registered public accounting firm must be approved in advance by the Audit Committee. All the services Ernst & Young performed for us during 2023 and 2022 were pre-approved by the Audit Committee.

## AUDIT COMMITTEE REPORT

---

The Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities relating to the integrity of the Company's financial statements, the qualifications and experience of the Company's independent auditor, the performance of the Company's internal audit function and independent auditor, and the Company's compliance with applicable legal and regulatory requirements. The Audit Committee also assists the Board of Directors in its oversight of enterprise risks, including risks related to information security and business continuity. The Audit Committee operates pursuant to a written charter, which is available on the Company's investor relations website, [investors.stericycle.com](https://investors.stericycle.com). The Audit Committee is comprised of five directors, all of whom are independent and three of whom (Brian P. Anderson, the Chairman, Victoria L. Dolan, and Naren K. Gursahaney) have been determined by the Board of Directors to be an "audit committee financial expert" as defined by the Securities and Exchange Commission.

In regard to our role, we note that it is the responsibility of the Company's management to prepare financial statements in accordance with United States generally accepted accounting principles, and that it is the responsibility of the Company's independent auditor to audit those financial statements. The Audit Committee's responsibility is one of oversight, and we do not provide expert or other special assurance regarding the Company's financial statements or the quality of the audits performed by the Company's independent registered public accounting firm.

In carrying out our oversight responsibility, we review and discuss with both management and the independent auditor all quarterly and annual financial statements prior to their issuance. We reviewed and discussed with both management and the independent auditor the quarterly and annual financial statements for the fiscal year ended December 31, 2023. Our reviews and discussions with the independent auditor included discussions of the matters required to be discussed pursuant to the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC, including among other items, the quality, not just the acceptability, of the Company's accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the Company's financial statements. In addition, the Audit Committee received the written disclosures and the letter from Ernst & Young required by applicable requirements of the PCAOB regarding Ernst & Young's communications with the Audit Committee concerning independence and has discussed with Ernst & Young its independence from management and the Company. The Audit Committee considered the compatibility of non-audit services with Ernst & Young's independence.

The Audit Committee discussed with management significant risks and exposures identified by management, the internal auditors or Ernst & Young, and management's steps to address such risks. In addition, we continued to monitor the scope and adequacy of the Company's internal controls, including with respect to the Company's system deployments, staffing levels and requirements, and we reviewed programs and initiatives to strengthen the effectiveness of the Company's internal controls and steps taken to implement recommended improvements.

The meetings of the Audit Committee are designed to facilitate and encourage communication among the Audit Committee, the Company, the Company's internal audit function and the Company's independent auditor. The Audit Committee discussed with the internal and independent auditors the overall scope and plans for their respective audits. The Audit Committee met with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the accounting and financial controls, and the overall quality of the Company's financial reporting. The Audit Committee met individually with members of management in executive session. The Audit Committee held eight meetings during fiscal year 2023.

The Audit Committee recognizes the importance of maintaining the independence of the Company's independent auditor, both in fact and appearance. Each year, the Audit Committee evaluates the qualifications, performance, tenure and independence of the Company's independent auditor and determines whether to re-engage the current independent auditor. In doing so, the Audit Committee considers a variety of factors, including: candor and insight provided to the Audit Committee; proactivity; ability to meet deadlines and respond quickly; feasibility and benefits of audit firm and lead partner rotation; content, timeliness and practicality of the audit firm's communications with management; adequacy of information provided on accounting issues, auditing issues and regulatory developments; timeliness and accuracy of all services presented to the Audit Committee for pre-approval and review; management feedback; lead partner performance; comprehensiveness of evaluations of internal control structure; the overall quality and efficiency of the services provided by the auditors; the auditors' global capabilities; and the auditors' technical expertise and knowledge of the Company's operations and industry. The Audit Committee is involved in the selection of, and reviews and evaluates, the lead audit partner as part of its oversight activities. The Audit Committee bases its selection of the lead audit partner on the Audit Committee's interactions with prospective candidates, assessment of their professional experience, and input received from the independent auditor and management. In selecting and approving the lead audit partner, management and the Audit Committee interviewed proposed candidates, and, after discussing the desired qualifications of the lead audit partner, the Audit Committee approved the selection of the current lead audit partner of the Company beginning with the 2021 audit. Based on these evaluations, the Audit Committee has retained Ernst & Young as the Company's independent auditor for 2024. Ernst & Young has been the independent auditor for the Company since 1991. The members of the Audit Committee and the Board believe that, due to Ernst & Young's knowledge of the Company and of the industries in which the Company operates, it is in the best interests of the Company and its stockholders to continue retention of Ernst & Young to serve as the Company's independent auditor. Although the Audit Committee has the sole authority to appoint the independent auditors, the Audit Committee will continue to recommend that the Board of Directors ask the stockholders, at the Annual Meeting, to ratify the appointment of the independent auditors.

## [TABLE OF CONTENTS](#)

Based on the reviews and discussions referred to above, we recommended to the Board of Directors (and the Board of Directors approved) that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 for filing with the SEC.

### **Audit Committee**

Brian P. Anderson, Chairman  
Victoria L. Dolan  
Naren K. Gursahaney  
Robert S. Murley  
James L. Welch

# GENERAL INFORMATION

## WHY DID I RECEIVE THIS PROXY STATEMENT AND OTHER MATERIALS?

---

The Board is soliciting proxies to vote shares of our common stock at the Annual Meeting to be held on Tuesday, May 21, 2024, at 8:30 a.m. Central Time, at [www.virtualshareholdermeeting.com/SRCL2024](http://www.virtualshareholdermeeting.com/SRCL2024).

This proxy statement and our annual report to stockholders (which includes a copy of our Annual Report on Form 10-K for the year ended December 31, 2023) are first being made available to stockholders on or about April 5, 2024. Although both are made available together, our annual report to stockholders is not part of this proxy statement.

## WHAT WILL STOCKHOLDERS VOTE ON AT THE ANNUAL MEETING?

---

Stockholders will vote on the following matters at the Annual Meeting:

- election to the Board of the ten nominees for director named in this proxy statement (Item 1);
- an advisory vote to approve executive compensation (the “say-on-pay” vote) (Item 2); and
- ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024 (Item 3).

## WHAT ARE THE BOARD’S VOTING RECOMMENDATIONS?

---

The Board recommends that you vote your shares:

- **FOR** each of the ten nominees for election to the Board (Item 1);
- **FOR** the advisory vote to approve executive compensation (Item 2); and
- **FOR** ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024 (Item 3).

## WHO MAY VOTE AT THE ANNUAL MEETING?

---

Only stockholders of record as of the close of business on March 22, 2024 are entitled to vote at the Annual Meeting. Each outstanding share of common stock as of the record date is entitled to one vote on all matters that come before the meeting. There is no cumulative voting.

As of the close of business on the record date of March 22, 2024, there were 92,778,935 shares of our common stock issued and outstanding.

## WHY DID I RECEIVE ONLY A ONE-PAGE NOTICE IN THE MAIL REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIALS INSTEAD OF RECEIVING A FULL SET OF PRINTED PROXY MATERIALS?

---

In accordance with the “notice and access” rules of the SEC, we have elected to provide access to our proxy materials, including this proxy statement and our annual report to stockholders, over the internet, and accordingly, we mailed our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”) on or about April 5, 2024. This Notice contains instructions on how to access our proxy materials over the

internet, how to request a printed or electronic copy of these materials and how to vote. The voting facilities over the internet or by telephone will remain open until 11:59 p.m. Eastern Time on May 20, 2024. You may also vote during the Annual Meeting at [www.virtualshareholdermeeting.com/SRCL2024](http://www.virtualshareholdermeeting.com/SRCL2024). The Notice is not a proxy card and cannot be used to vote your shares.

## WHAT IS THE DIFFERENCE BETWEEN A STOCKHOLDER OF RECORD AND A BENEFICIAL OWNER OF SHARES HELD IN STREET NAME?

---

If your shares are registered directly in your name with our stock registrar and transfer agent, EQ Shareowner Services, you are considered the stockholder of record for those shares and have the right to vote those shares directly.

If your shares are held in an account at a brokerage firm, bank, or other nominee (for convenient reference, a “broker”), you are considered the beneficial owner of those shares, which are said to be held in “street name,” and the broker is considered the stockholder of record for voting purposes. As the beneficial owner,



you cannot vote the shares in your account directly, but you have the right to instruct the broker how to vote them.

As a beneficial owner, you are invited to attend the Annual Meeting, but because you are not a stockholder of record, you may not vote your shares online at the Annual Meeting unless you obtain a valid proxy from your broker.

---

## **IF I AM A STOCKHOLDER OF RECORD, HOW DO I VOTE?**

---

You may vote in several ways. You may vote by proxy over the internet by following the instructions provided in the Notice. In addition, if you request copies of our proxy materials in printed form, you may vote by telephone by following the instructions on the proxy card, or by completing and signing the proxy card and returning it in the postage-paid envelope provided. You may also vote online during the Annual Meeting through the link:

[www.virtualshareholdermeeting.com/SRCL2024](http://www.virtualshareholdermeeting.com/SRCL2024). The 16-digit control number provided on your Notice or proxy card is necessary to access this site. See below for instructions on voting if your shares are held through a third party.

---

## **IF I AM A BENEFICIAL OWNER OF SHARES HELD IN STREET NAME, HOW DO I INSTRUCT MY BROKER HOW TO VOTE?**

---

If you are a beneficial owner of our common stock, the Notice was forwarded to you by your broker. You may instruct your broker how to vote over the internet or by telephone by following the instructions provided by your broker.

In addition, if you request copies of our proxy materials in printed form, you may instruct your broker how to vote by completing and signing the voting instruction card included in the materials and returning it in the postage-paid envelope provided.

---

## **WHAT HAPPENS IF I AM A STOCKHOLDER OF RECORD AND SIGN AND RETURN THE PROXY CARD BUT DO NOT MAKE ANY VOTING CHOICES?**

---

The proxy holders (the persons named as proxies) will vote your shares in accordance with the Board's voting recommendations for Items 1 through 3 described in this proxy statement. See "What Are the Board's Voting Recommendations?" above.

We do not expect that any other matters will properly come before the Annual Meeting. If, however, any other matters do come before the meeting, the proxy holders will vote your shares in accordance with their judgment.

---

## **WHAT HAPPENS IF I AM A BENEFICIAL OWNER OF SHARES HELD IN STREET NAME AND DO NOT GIVE VOTING INSTRUCTIONS TO MY BROKER?**

---

Under the stock exchange and other rules governing brokers who are voting shares held in street name, brokers have authority to vote those shares at their discretion on "routine" matters but may not vote those shares on "non-routine" matters. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024 (Item 3) is considered a routine matter under the relevant rules. All the other items to be voted on (Items 1 and 2) are considered non-routine matters.

A "broker non-vote" occurs when your broker returns a proxy card for your shares held in street name but does not vote on a particular matter because (i) the broker has not received voting instructions from you and (ii) the broker does not have authority to vote on the matter without instructions because the matter is of a non-routine nature. Broker non-votes will not have any effect on the result of the vote when they occur. There will not be any broker non-votes on the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024 (Item 3) because brokers will have discretionary authority to vote on this matter.

---

## **WHAT IS THE QUORUM REQUIRED FOR THE ANNUAL MEETING?**

---

Holders of a majority of our outstanding shares entitled to vote at the Annual Meeting who are present in person or represented by proxy will constitute a quorum to conduct business at the Annual Meeting.

If you are a stockholder of record and vote your shares by proxy, your shares will be counted for purposes of determining whether a quorum is present even if your voting choice is to abstain. Similarly, if you are a beneficial owner of shares held in street name and do not

give voting instructions to your broker, your shares will be counted for purposes of determining whether a quorum is present if your broker votes your shares on any routine matter.

---

## WHAT ARE MY CHOICES IN VOTING ON THE MATTERS TO BE VOTED ON AT THE ANNUAL MEETING?

---

On Item 1 (the election of directors), you may vote “For” or “Against” each individual nominee or “Abstain” from voting on the nominee’s election.

On Item 2 (the say-on-pay vote) and Item 3 (ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024), you may vote “For” or “Against” the proposal or “Abstain” from voting on the proposal.

---

## WHAT ARE THE VOTING REQUIREMENTS TO APPROVE THE MATTERS TO BE VOTED ON AT THE ANNUAL MEETING?

---

- Item 1 (election of directors): Each nominee for election as a director will be elected by the vote of a majority of the votes cast and therefore must receive more “For” votes than “Against” votes in order to be elected as a director. Abstentions and broker non-votes will not have any effect on the result of the vote.
- Item 2 (the say-on-pay vote): This proposal requires for approval the affirmative vote of a majority of the shares present, either online or represented by proxy, entitled to vote on the matter and voting. As a result, abstentions will have no effect on the result of the vote. Broker non-votes will not have any effect on the result of the vote.
- Item 3 (ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024): This proposal requires for approval the affirmative vote of a majority of the shares present, either online or represented by proxy, entitled to vote on the matter and voting. As a result, abstentions will have no effect on the result of the vote. Brokers will have discretionary authority to vote on Item 3, and therefore, there will not be any broker non-votes on this matter.

---

## CAN I CHANGE MY VOTE AFTER I HAVE VOTED?

---

If you are a stockholder of record, you may change your vote by voting again over the internet or by telephone (before those voting facilities are closed). If you are a stockholder of record, you may also change your vote by returning a new, properly completed proxy card bearing a later date than the date of your original proxy card. In addition, you may revoke your proxy by attending the Annual Meeting online and voting again. Attendance at the online meeting will not, by itself, revoke your proxy. You may also revoke your proxy

any time before the final vote at the Annual Meeting by filing a signed notice of revocation with the Secretary of the Company at 2355 Waukegan Road, Bannockburn, Illinois 60015.

If you are a beneficial owner of shares held in street name, you may revoke your proxy by following the instructions provided by your broker.

---

## HOW CAN I FIND OUT THE VOTING RESULTS OF THE ANNUAL MEETING?

---

The preliminary voting results will be announced at the Annual Meeting, if available. The final voting results will be tallied by the inspector of elections and reported in a Current Report on Form 8-K

which we will file with the SEC within four business days following the Annual Meeting.

---

## WHO IS PAYING FOR THE COST OF THIS PROXY SOLICITATION?

---

We will bear the cost of this proxy solicitation. We have retained Georgeson LLC ("Georgeson") to help us solicit proxies. We will pay Georgeson a base fee of \$20,000 plus reasonable expenses for its services. Some of our officers and employees may solicit proxies by personal conversations, telephone, regular mail, or email, but they

will not receive any additional compensation for doing so. We will reimburse brokers and others for their reasonable charges and expenses in forwarding our proxy materials to stockholders who are beneficial owners of shares of our common stock.

---

## MULTIPLE INDIVIDUALS RESIDING IN MY HOME ARE BENEFICIAL OWNERS OF STERICYCLE COMMON STOCK. WHY DID WE RECEIVE ONLY ONE SET OF PROXY MATERIALS?

---

We are sending only one envelope with multiple Notices to you if you share a single address with another stockholder unless we have received instructions to the contrary from you. This practice, known as "householding," is designed to eliminate duplicate mailings, conserve natural resources, and reduce our printing and mailing costs. We will promptly deliver a separate Notice to you upon written or verbal request. If you wish to receive duplicate mailings in the

future, you may contact Investor Relations, Stericycle, Inc., 2355 Waukegan Road, Bannockburn, Illinois 60015. If you currently receive multiple Notices, you can request householding by contacting our Investor Relations as described above. If you own your shares through a broker, you can request householding by contacting the holder of record.

---

## WHY IS THE ANNUAL MEETING VIRTUAL AND CAN I SUBMIT QUESTIONS?

---

Hosting a virtual Annual Meeting provides expanded access, improved communication and cost savings for our stockholders and us and enables stockholder participation from any location around the world. Stockholders may submit questions during the Annual Meeting at: [www.virtualshareholdermeeting.com/SRCL2024](http://www.virtualshareholdermeeting.com/SRCL2024).

Management will respond to questions in the same way as it would if the company held an in-person meeting. If you have questions, you may type them in the dialog box provided at any point during the meeting until the floor is closed to questions. For technical assistance on the day of the Annual Meeting, please call the technical support number that will be posted on the Virtual Shareholder Meeting log-in page.

# STOCK OWNERSHIP

## STOCK OWNERSHIP BY DIRECTORS AND OFFICERS

The following table provides information about the beneficial ownership of shares of our common stock as of March 22, 2024 by (i) each of our directors and director nominees, (ii) each of our NEOs listed in the Summary Compensation Table herein, and (iii) all of our directors and executive officers as a group:

	Amount and Nature of Beneficial Ownership <sup>(1)</sup>	Percent of Class <sup>(2)</sup>
<b>Directors and Director Nominees</b>		
Robert S. Murley <sup>(3)</sup>	29,711	*
Cindy J. Miller <sup>(4)</sup>	232,821	*
Brian P. Anderson	22,489	*
Lynn D. Bleil	37,654	*
Thomas F. Chen	43,529	*
Victoria L. Dolan	3,620	*
Naren K. Gursahaney	11,129	*
J. Joel Hackney, Jr.	13,435	*
Stephen C. Hooley	20,959	*
James L. Welch	10,831	*
<b>NEOs</b>		
Janet H. Zelenka	76,798	*
Daniel V. Ginnetti	103,752	*
Kurt M. Rogers	33,382	*
S. Cory White	35,164	*
<b>All current directors and executive officers as a group (19 persons)<sup>(5)</sup></b>	<b>862,476</b>	<b>*</b>

\*Less than 1%.

(1) This column includes the following shares:

Name	Shares of Common Stock Owned	Options Exercisable Within 60 days After March 22, 2024	RSUs/DSUs Vesting Within 60 days After March 22, 2024	DSUs
Robert S. Murley	5,296	4,887	5,080	14,508
Cindy J. Miller	116,954	115,867	—	—
Brian P. Anderson	12,476	4,887	3,620	1,506
Lynn D. Bleil	2,465	16,522	3,620	15,047
Thomas F. Chen	16,683	21,720	3,620	1,506
Victoria L. Dolan	—	—	3,620	—
Naren K. Gursahaney	6,000	—	5,129	—
J. Joel Hackney, Jr.	9,815	—	3,620	—
Stephen C. Hooley	—	—	3,620	17,339
James L. Welch	7,211	—	3,620	—
Janet H. Zelenka	52,310	24,488	—	—
Daniel V. Ginnetti	41,101	62,471	—	—
Kurt M. Rogers	33,382	—	—	—
S. Cory White	25,069	10,095	—	—

(2) Shares of common stock issuable under a derivative security within 60 days after March 22, 2024 are considered outstanding for purposes of computing the percentage of the person holding the security but are not considered outstanding for purposes of computing the percentage of any other person.

(3) Includes 1,000 shares of common stock held by a limited partnership.

(4) Ms. Miller is also an NEO.

(5) Includes the holdings included in footnote (1) as well as 120,231 shares of common stock and 67,091 shares of common stock issuable pursuant to stock options that are or will become exercisable within 60 days after March 22, 2024.

## STOCK OWNERSHIP OF CERTAIN STOCKHOLDERS

The following table provides information about the beneficial ownership of our common stock by each person who was known to us to be the beneficial owner as of March 22, 2024 of more than 5% of our outstanding common stock:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
The Vanguard Group <sup>(1)</sup> 100 Vanguard Boulevard Malvern, Pennsylvania 19355	8,969,118	9.7%
AllianceBernstein L.P. <sup>(2)</sup> 501 Commerce Street Nashville, Tennessee 37203	7,917,576	8.5%
BlackRock, Inc. <sup>(3)</sup> 50 Hudson Yards New York, New York 10001	7,690,546	8.3%
Clarkston Capital Partners, LLC <sup>(4)</sup> 91 West Long Lake Road Bloomfield Hills, MI 48304	6,472,501	7.0%
Capital Research Global Investors <sup>(5)</sup> 333 South Hope Street, 55 <sup>th</sup> Fl. Los Angeles, CA 90071	5,987,937	6.5%
Black Creek Investment Management Inc. <sup>(6)</sup> 123 Front Street West, Suite 1200 Toronto, ON M5J 2M2 Canada	5,516,482	5.9%

(1) Based on a Schedule 13G/A filed with the SEC on February 13, 2024, The Vanguard Group has shared voting power with respect to 32,707 shares, sole dispositive power with respect to 8,837,907 shares and shared dispositive power with respect to 131,211 shares.

(2) Based on a Schedule 13G/A filed with the SEC on February 14, 2024, AllianceBernstein L.P. has sole voting power with respect to 6,439,420 shares, sole dispositive power with respect to 7,827,534 shares and shared dispositive power with respect to 90,042 shares.

(3) Based on a Schedule 13G/A filed with the SEC on January 25, 2024, BlackRock, Inc. has sole voting power with respect to 7,498,278 shares and sole dispositive power with respect to 7,690,546 shares.

(4) Based on a Schedule 13G/A jointly filed with the SEC on February 12, 2024, each of Clarkston Capital Partners, LLC, Clarkston Companies, Inc., Modell Capital

*LLC, Jeffrey A. Hakala, Gerald W. Hakala, and Jeremy J. Modell has shared voting power with respect to 6,158,526 shares and shared dispositive power with respect to 6,471,301 shares; Jeremy J. Modell also has sole voting power with respect to 1,200 shares and sole dispositive power with respect to 1,200 shares.*

*(5) Based on a Schedule 13G filed with the SEC on February 9, 2024, Capital Research Global Investors has sole voting and sole dispositive power with respect to 5,987,937 shares.*

*(6) Based on a Schedule 13G filed with the SEC on February 13, 2024, Black Creek Investment Management Inc. has sole voting power with respect to 5,456,983 shares and sole dispositive power with respect to 5,516,482 shares.*

## OTHER MATTERS

As of the date of this proxy statement, our Board does not know of any other business to come before the Annual Meeting for consideration by our stockholders. If any other business should properly come before the meeting, the persons named as proxies in the accompanying proxy card will vote the shares of common stock represented by the proxy in accordance with their judgment.

## STOCKHOLDER PROPOSALS FOR THE 2025 ANNUAL MEETING

Any stockholder who wishes to present a proposal for consideration at our 2025 Annual Meeting of Stockholders, and to have the proposal included in our proxy statement for the meeting, must submit the proposal to us by December 6, 2024. Stockholder proposals for inclusion in our proxy statement must comply with the rules of the SEC in order to be included and should be sent to Investor Relations, Stericycle, Inc., 2355 Waukegan Road, Bannockburn, Illinois 60015.

In accordance with our bylaws, any stockholder who wishes to present a proposal from the floor for consideration at our 2025 Annual Meeting of Stockholders, without inclusion of such matters in our proxy materials, must submit proper notice to us no earlier than January 21, 2025 and no later than February 20, 2025.

Stockholders who intend to submit director nominees for inclusion in our proxy materials for the 2025 Annual Meeting of Stockholders must comply with the requirements of proxy access as set forth in our bylaws. The stockholder or group of stockholders who wish to submit director nominees pursuant to proxy access must deliver the required materials to the Secretary of the Company no earlier than the close of business on November 6, 2024, and no later than the close of business on December 6, 2024.

In addition to satisfying the foregoing requirements, in order to comply with the universal proxy rules, a stockholder who intends to solicit proxies in support of director nominees for election at the 2025 Annual Meeting, other than the Company's nominees, must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than March 24, 2025.

## DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Exchange Act requires our directors, executive officers and persons beneficially owning more than 10% of our outstanding common stock to file periodic reports of stock ownership and stock transactions with the SEC. On the basis of a review of these reports and representations from our directors and executive officers, we believe that all filing requirements for 2023 were satisfied in a timely manner.

# APPENDIX A Definition and Reconciliation of Non-GAAP Measures

Presented below are reconciliations of Non-GAAP financial measures discussed in the Compensation Discussion and Analysis section of this proxy statement to the most directly comparable financial measures prepared in accordance with U.S. GAAP. The Compensation and Human Capital Committee believes the adjusted financial metrics used in our incentive compensation programs represent the amounts directly related to the ongoing operations of the business and uses these metrics in evaluating performance. All adjusted financial metrics are intended to supplement the applicable U.S. GAAP measures and should not be considered in isolation from, or a replacement for, financial measures prepared in accordance with U.S. GAAP and may not be comparable to or calculated in the same manner as Non-GAAP financial measures published by other companies. Furthermore, adjustments for incentive awards may not be calculated in the same way as our Non-GAAP adjusting items as outlined in our Form 10-K, earnings releases, or other stockholder communications. Incentive compensation adjustments may be calculated based on what was included in our plan and changes relative to that plan, this ensures that incentive awards are calculated on a comparable basis and that participants are incentivized appropriately for performance within their control.

**Earnings Before Interest and Tax (EBIT) Metric** is defined as Income from Operations in accordance with U.S. GAAP excluding specified items outlined in the table below.

(In millions)	2023 Total
<b>Income from Operations U.S. GAAP</b>	<b>\$ 77.3</b>
<i>RISI Rate changes<sup>(1)</sup></i>	13.5
<i>Divestitures<sup>(2)</sup></i>	61.7
<i>Depreciation and Amortization<sup>(3)</sup></i>	(2.1)
<i>Litigation, Settlements, and Regulatory Compliance<sup>(4)</sup></i>	28.8
<i>Asset Impairment<sup>(5)</sup></i>	6.5
<i>Foreign Currency<sup>(6)</sup></i>	2.3
<i>One-Time Adjustments<sup>(7)</sup></i>	13.4
<b>Total Adjustments Before Interest and Tax</b>	<b>\$124.1</b>
<b>Earnings Before Interest and Tax Metric</b>	<b>\$201.4</b>
<b>Earnings Before Interest and Tax Target</b>	<b>\$182.4</b>
<b>Earnings Before Interest and Tax Attainment</b>	<b>110.4%</b>

(1) RISI rates, which measure the average price per ton for Sorted Office Paper, and the Recycling Recovery Surcharge are generally planned at the last known rates; changes in RISI rates are tied to macro-economic factors that can be volatile and subject to fluctuations. The financial impact caused by changes in RISI rates, adjusted by the Recycling Recovery Surcharge, is compared to our planned rates are excluded from this incentive metric calculation.

(2) Divestitures (including Divestiture (Gains) Losses, net) includes a loss related to the divestiture of our Brazil, Australia, Singapore, Sanypick, Romania, Netherland Dental, and UAE businesses, with a partial offset by a gain related to the divestiture of our Korea business and professional fee costs related to all the listed divestitures. Since we do not know the timing of future divestitures, our incentive plan targets include all entities that we own at the time these targets are set. After a divestiture occurs, the remaining income from operations that is in our target is added to the results to neutralize that impact.

(3) Depreciation and Amortization expenses came in lower than what was in the incentive target plan. This favorability in results has been excluded from the incentive metric calculation.

(4) Litigation, Settlements, and Regulatory Compliance includes consulting and professional fees related to certain litigation, settlement, and regulatory compliance matters.

(5) Asset Impairment includes charges related to non-cash impairments for certain long-lived assets.

(6) Incentive targets are established on a constant currency basis; any changes in foreign currency exchange rates are excluded for purposes of this incentive metric.

(7) One-time board approved adjustments which include self-insurance settlements, headcount severance, and other adjustments.



**Free Cash Flow Metric** is defined as Cash Flows from Operating Activities calculated in accordance with U.S. GAAP minus cash Capital Expenditures from the Investing Activities section of the Cash Flow Statement and excludes specified items outlined in the table below.

(In millions)	2023 Total
<b>Cash Flow from Operations U.S. GAAP</b>	<b>\$ 243.3</b>
<b>Capital Expenditures U.S. GAAP</b>	<b>(131.3)</b>
<b>Free Cash Flow</b>	<b>112.0</b>
<i>RISI Rate Changes<sup>(1)</sup></i>	8.6
<i>Divestitures<sup>(2)</sup></i>	2.0
<i>Litigation, Settlements, and Regulatory Compliance<sup>(3)</sup></i>	31.4
<i>Foreign Exchange Net Impact<sup>(4)</sup></i>	1.5
<i>One-Time Adjustments<sup>(5)</sup></i>	6.0
<b>Total Free Cash Flow Adjustments</b>	<b>49.5</b>
<b>Free Cash Flow Metric</b>	<b>\$ 161.5</b>
<b>Free Cash Flow Target</b>	<b>\$ 199.2</b>
<b>Free Cash Flow Attainment</b>	<b>81.1%</b>

(1) RISI rates, which measure the average price per ton for Sorted Office Paper, and the Recycling Recovery Surcharge are generally planned at the last known rates; changes in RISI rates are tied to macro-economic factors that can be volatile and subject to fluctuations. The financial impact caused by changes in RISI rates, adjusted by the Recycling Recovery Surcharge, is compared to our planned rates are excluded from this incentive metric calculation. For cash purposes, we assume an effective tax rate of 36.4%.

(2) Since we do not know the timing of future divestitures, our incentive plan targets include all entities that we own at the time these targets are set. After a divestiture occurs, the remaining pre-tax income, as well as any professional fee spend related to the divestiture that is in our target, is added to the results to neutralize that impact. In 2023, we adjusted for the divestiture of our Brazil, Korea, Australia, Singapore, Sanypick, Romania, Netherland Dental, and UAE businesses.

(3) Litigation, Settlements, and Regulatory Compliance includes consulting and professional fees related to certain litigation, settlement, and regulatory compliance matters.

(4) Incentive targets are established on a constant currency basis; any changes in foreign currency exchange rates are excluded for purposes of this incentive metric.

(5) One-Time Adjustments include self-insurance due to an auto injury settlement and headcount management severance.

**EPS Metric** is defined as Diluted (Loss) Earnings per Share in accordance with U.S. GAAP excluding specified items outlined in the table below.

(In millions, except per share data)		2020 Total	2021 Total	2022 Total	2023 Total
<b>Diluted Earnings Per Share U.S. GAAP</b>		<b>\$ (0.63)</b>	<b>\$ (0.30)</b>	<b>\$ 0.61</b>	<b>\$ (0.23)</b>
<i>Pre-tax reconciling items:</i>					
<i>RISI Rate Changes<sup>(1)</sup></i>		(0.12)	(0.22)	(0.18)	0.15
<i>Divestitures<sup>(2)</sup></i>		1.73	(0.03)	(0.14)	0.66
<i>Depreciation and Amortization<sup>(3)</sup></i>		(0.14)	(0.08)	(0.14)	(0.02)
<i>Litigation, Settlements, and Regulatory Compliance<sup>(4)</sup></i>		0.22	1.02	0.33	0.31
<i>Asset Impairment<sup>(5)</sup></i>		0.13	0.08	0.06	0.07
<i>Foreign Currency<sup>(6)</sup></i>		(0.04)	(0.03)	0.03	0.02
<i>Wage Subsidy<sup>(7)</sup></i>		(0.07)	(0.02)	—	—
<i>One-Time Adjustments<sup>(8)</sup></i>		—	—	—	0.14
<i>Other<sup>(9)</sup></i>		(0.13)	(0.04)	—	—
<b>Pre-Tax Adjustments</b>		<b>1.58</b>	<b>0.68</b>	<b>(0.05)</b>	<b>1.33</b>
<i>Tax reconciling items:</i>					
<b>Target effective tax rate (impact at 27.0% in 2020, 12.4% in 2021, 30.7% in 2022, and 36.4% in 2023)</b>		(0.26)	0.21	—	(0.23)
<b>Noncontrolling Interests Adjustment<sup>(10)</sup></b>		<b>0.02</b>	<b>0.01</b>	<b>—</b>	<b>—</b>
<b>EPS Metric</b>		<b>\$ 0.71</b>	<b>\$ 0.60</b>	<b>\$ 0.55</b>	<b>\$ 0.87</b>
<b>EPS Target</b>		<b>\$ 0.52</b>	<b>\$ 0.50</b>	<b>\$ 0.87</b>	<b>\$ 0.69</b>
<b>EPS Attainment</b>		<b>136.8%</b>	<b>128.5%</b>	<b>63.1%</b>	<b>126.0%</b>

(1) RISI rates, which measure the average price per ton for Sorted Office Paper, are generally planned at the last known rates; changes in RISI rates are tied to macro-economic factors that can be volatile and subject to fluctuations. The financial impact caused by changes in RISI rates, adjusted by the Recycling Recovery Surcharge, is compared to our planned rates are excluded from this incentive metric calculation.

(2) 2023 Divestitures (including Divestiture (Gains) Losses, net) includes a loss related to the divestitures of our Brazil, Australia, Singapore, Sanypick, Romania, Netherland Dental and UAE businesses partially offset by a gain related to the divestiture of our Korea business and professional fee costs related to 2023 divestitures. 2022 Divestitures (including Divestiture (Gains) Losses, net) includes a gain related to the divestiture of our Communication Solutions (ComSol) business, with a partial offset in professional fee costs related to the divestiture. 2021 Divestitures (including Divestiture (Gains) Losses, net) includes a gain related to the divestiture of the Canadian ESOL business and a loss related to the divestiture of the Japanese subsidiary. 2020 Divestitures (including Divestiture (Gains) Losses, net) includes a gain related to the divestiture of the global recall business, a gain related to the divestiture of a subsidiary in Mexico, a charge associated with a previously divested business in Chile, a charge related to the divestiture of the Argentina operations, charges related to the divestiture of the Domestic Environmental Solutions business, and a benefit associated with a contingent consideration release related to a prior acquisition agreement connected with a divested business. Since we do not know the timing of future divestitures, our incentive plan targets include all entities that we own at the time these targets are set. After a divestiture occurs, the remaining income from operations that is in our target is added to the results to neutralize that impact.

(3) Depreciation and Amortization expenses came in lower than what was in the incentive target plan. This favorability in results has been excluded from the incentive metric calculation.

(4) Litigation, Settlements, and Regulatory Compliance includes consulting and professional fees related to certain litigation, settlement, and regulatory compliance matters. 2022 includes the FCPA reserve that we booked in 2021.

(5) Asset Impairment includes charges related to non-cash impairments for certain long-lived assets.

(6) Incentive targets are established on a constant currency basis; any changes in foreign currency exchange rates are excluded for purposes of this incentive metric.

(7) We received wage subsidies from Canada in 2020 and 2021 as a result of the COVID-19 pandemic. We have removed this subsidy for purposes of this incentive metric.

(8) One-time board approved adjustments which include self-insurance settlements, headcount severance, and other adjustments.

(9) Other includes certain reclassifications and charges pertaining to our target attainment.

(10) Noncontrolling Interests are excluded for purposes of this calculation.

**ROIC Metric** is calculated by taking “Adjusted NOPATA” and dividing it by the average of the prior two years of “Adjusted Invested Capital.” Stericycle uses the following calculation for Adjusted NOPATA: EBIT Metric (as referenced above) after taxes (using a targeted effective tax rate of 36.4%) and adding back Intangible Amortization expense. Stericycle uses the following calculation for Invested Capital: Total Assets less Cash and Cash Equivalents, less Goodwill, less Current Liabilities, plus Current Portion of Long-Term Debt. Stericycle uses the following calculation for Adjusted Invested Capital: Invested Capital plus the adjustments from Free Cash Flow Metric (as referenced above).

(In millions)	2022 Total	2023 Total
<b>EBIT Metric</b>		<b>\$ 201.4</b>
<i>Targeted effective tax rate impact (30.7% for 2022, 36.4% in 2023)</i>		(73.3)
<b>Adjusted Net Operating Profit After Tax</b>		<b>128.1</b>
<i>Intangible Asset Amortization</i>		112.0
<b>Adjusted NOPATA</b>		<b>240.1</b>
<b>Total Assets</b>	<b>\$ 5,334.1</b>	<b>\$ 5,352.6</b>
<i>Less: Cash and cash equivalents</i>	(56.0)	(35.3)
<i>Less: Goodwill</i>	(2,784.9)	(2,755.6)
<i>Less: Current liabilities</i>	(621.9)	(718.0)
<i>Plus: Current portion of Long-Term Debt</i>	22.3	19.6
<b>Invested Capital</b>	<b>\$ 1,893.5</b>	<b>\$ 1,863.3</b>
<i>Plus: Free Cash Flow Adjustments (see Free Cash Flow Metric Table)</i>		49.5
<b>Adjusted Invested Capital<sup>(1)</sup></b>	<b>1,893.5</b>	<b>1,912.8</b>
<b>Average Adjusted Capital<sup>(1)</sup></b>		<b>1,903.1</b>
<b>ROIC Metric</b>		<b>12.6%</b>
<b>ROIC Metric Target</b>		<b>12.4%</b>
<b>ROIC Metric Attainment</b>		<b>101.6%</b>

(1) Within the 2022 and 2023 Adjusted Invested Capital in the 2023 ROIC calculation, intangible assets are included for purposes of performing the 2023 ROIC Metric calculation. In 2022, the ROIC calculation excluded intangible assets in the determination of Adjusted Invested Capital.

# Corporate Information

## COMPANY HEADQUARTERS

Stericycle, Inc.  
2355 Waukegan Road  
Bannockburn, IL 60015  
800-643-0240  
Stericycle.com

## INVESTOR RELATIONS

For information on the company, additional copies of this Proxy Statement or other information, please contact Stericycle at [StericycleIR@Stericycle.com](mailto:StericycleIR@Stericycle.com) or **800-643-0240 ext. 2012**. You may also visit the Investor section on the Company website at [investors.stericycle.com](http://investors.stericycle.com).

## INDEPENDENT AUDITORS

Ernst & Young LLP  
155 N. Wacker Drive  
Chicago, Illinois 60606

## ANNUAL MEETING

The Annual Meeting of Stockholders will be held at 8:30am CT on Tuesday, May 21, 2024 virtually at [www.virtualshareholdermeeting.com/SRCL2024](http://www.virtualshareholdermeeting.com/SRCL2024)

## TRANSFER AGENT

EQ Shareowner Services  
1110 Centre Pointe Curve, Suite 101  
Mendota Heights, MN 55120

## NASDAQ® SYMBOL

SRCL

## SAFE HARBOR STATEMENT

This Document may contain forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. When we use words such as "believes", "expects", "anticipates", "estimates", "may", "plan", "will", "goal", or similar expressions, we are making forward-looking statements. Forward-looking statements are speculative in nature and are not based on historical facts, but rather on current expectations and projections of our management about future events and are therefore subject to risks and uncertainties, which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. Factors that could cause such differences include, among others, inflationary cost pressure in labor, supply chain, energy, and other expenses, decreases in the volume of regulated wastes or personal and confidential information collected from customers, and disruptions resulting from deployment of systems, disruptions in our supply chain, disruptions in or attacks on data information technology systems, labor shortages, a recession or economic disruption in the U.S. and other countries, changing market conditions in the healthcare industry, competition and demand for services in the regulated waste and secure information destruction industries, SOP (Sorted Office Paper) pricing volatility or pricing volatility in other commodities, changes in the volume of paper processed by our secure information destruction business and the revenue generated from the sale of SOP, foreign exchange rate volatility in the jurisdictions in which we operate, changes in governmental regulation of the collection, transportation, treatment and disposal of regulated waste or the proper handling and protection of personal and confidential information, the level of government enforcement of regulations governing regulated waste collection and treatment or the proper handling and protection of personal and confidential information, the outcome of pending, future or settled litigation or investigations, charges related to portfolio optimization or the failure of acquisitions or divestitures to achieve the desired results, the obligations to service substantial indebtedness and comply with the covenants and restrictions contained in our credit agreements and senior notes, rising interest rates or a downgrade in our credit rating resulting in an increase in interest expense, political, economic, war, and other risks related to our foreign operations, pandemics and the resulting impact on the results of operations, long-term remote work arrangements which may adversely affect our business, restrictions on the ability of our team members to travel, closures of our facilities or the facilities of our customers and suppliers, weather and environmental changes related to climate change, requirements of customers and investors for net carbon zero emissions strategies, and the introduction of regulations for greenhouse gases, which could negatively affect our costs to operate, failure to maintain an effective system of internal control over financial reporting, as well as other factors described in our filings with the SEC, including the 2023 Form 10-K and subsequent Quarterly Reports on Form 10-Q. As a result, past financial performance should not be considered a reliable indicator of future performance, and investors should not use historical trends to anticipate future results or trends. We disclaim any obligation to update or revise any forward-looking or other statements contained herein other than in accordance with legal and regulatory obligations.

2355 Waukegan Road  
Bannockburn, IL 60015  
800-643-0240 | [Stericycle.com](https://Stericycle.com)

© 2024 Stericycle, Inc. All rights reserved.





**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice, Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

V38934-P01617

**STERICYCLE, INC.  
2024 ANNUAL MEETING OF STOCKHOLDERS  
Tuesday, May 21, 2024 at 8:30 a.m. Central Time**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

I or we hereby appoint each of Brian P. Anderson, Lynn D. Bleil and Stephen C. Hooley (the "proxies") as my or our proxy, each with the power to appoint his or her substitute, and authorize each of them acting alone to vote all of the shares of common stock, par value \$.01 per share, of Stericycle, Inc. (the "Company") held of record by me or us on March 22, 2024 at the 2024 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Tuesday, May 21, 2024 at 8:30 a.m. Central Time, at [www.virtualshareholdermeeting.com/SRCL2024](http://www.virtualshareholdermeeting.com/SRCL2024), and at any adjournment or postponement of the Annual Meeting.

**If properly completed and returned, this Proxy will be voted as directed. If no direction is given, this Proxy will be voted in accordance with the recommendations of the Company's Board of Directors, i.e., FOR each of the 10 nominees for election as a director (Item 1), FOR the say-on-pay vote (Item 2), and FOR the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2024 (Item 3). In their discretion, the persons named as proxies are authorized to vote this Proxy on any other business that may properly come before the Annual Meeting or any adjournment or postponement thereof.**

**PLEASE MARK, DATE, SIGN AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.**

**(Continued and to be signed on reverse side.)**