

Company number  
05141715

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN SPECIAL RESOLUTION  
OF

Stericycle International, Ltd. (the **Company**)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposed that the following resolution be passed as a special resolution:

**SPECIAL RESOLUTION**

That:

the share capital of the Company be reduced by cancelling and extinguishing 45,609,890 shares of £1 each registered in the name of Stericycle International Holdings Limited, on terms that there shall be repaid to Stericycle International Holdings Limited the sum of £1 in respect of each such share.



#### DOCUMENTS ATTACHED TO THIS RESOLUTION

A copy of the directors' solvency statement dated 13 August 2020 is attached to this resolution.

#### AGREEMENT OF ELIGIBLE MEMBERS\*

The undersigned, being an eligible member on 13 August 2020 (the **circulation date**), irrevocably agrees to the resolution set out above:

Signed by DANIEL GUNNERT

.....  
for and on behalf of Stericycle International Holdings Limited

Date: 13 August 2020

**Eligible members must signify their agreement to the proposed resolution by 13 August 2020.**

Eligible members must signify their agreement to the proposed resolution as follows: (i) **by hand**, by delivering a signed copy to Ashleigh McCabe, Indigo House Sussex Avenue Leeds LS10 2LF or (ii) **by post**, by sending a signed copy to Ashleigh McCabe, Indigo House Sussex Avenue Leeds LS10 2LF. Eligible members must signify their agreement to the proposed resolution by the date referred to above. However, eligible members who do not agree with the proposed resolution do not need to reply. Once eligible members have signified their agreement to the proposed resolution, their agreement may not be revoked. The proposed resolution will lapse if it is not passed by 13 August 2020.

**\*Note:** "Eligible members" are those members who are or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which copies of the resolution are first sent or submitted to members).

**RECORD OF WRITTEN SHAREHOLDER RESOLUTION FOR FILING AT COMPANIES  
HOUSE**

Company number  
05141715

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN SPECIAL RESOLUTION  
OF

Stericycle International, Ltd. (**the Company**)


UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By a written resolution dated 13 August 2020, the sole member of the Company agreed to the following resolution being passed as a special resolution:

**SPECIAL RESOLUTION**

That:

the share capital of the Company be reduced by cancelling and extinguishing 45,609,890 shares of £1 each registered in the name of Stericycle International Holdings Limited, on terms that there shall be repaid to Stericycle International Holdings Limited the sum of £1 in respect of each such share.

  
.....  
**DANIEL V GINNETTI**  
Director



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\*A9BK38KM\*  
19/08/2020  
COMPANIES HOUSE

#77