

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

Company number
07795883

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

Stericycle International Holdings Canada Limited (the Company)

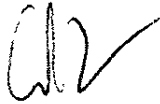
UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By a written resolution dated 22nd October 2018, 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 14,455,044 shares of £1 each registered in the name of Stericycle International Holdings Limited.



.....
Daniel V. Ginnetti, Director



LD4 *L7IJGA6H* #26
12/11/2018
COMPANIES HOUSE

SPECIAL RESOLUTION

Resolution for authority to reduce its share capital supported by a solvency statement

Company number
07795883

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

OF

Stericycle International Holdings Canada Limited (the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors 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 14,455,044 shares of £1 each registered in the name of Stericycle International Holdings Limited.

DOCUMENTS ATTACHED TO THIS RESOLUTION

A copy of the directors' solvency statement dated 22nd October 2018 is attached to this resolution.

AGREEMENT OF ELIGIBLE MEMBERS*

The undersigned, being an eligible member on 22nd October 2018 (the **circulation date**), irrevocably agrees to the resolution set out above:

Signed by



Robert Guice, Director
for and on behalf of Stericycle International Holdings Limited

Date:

22 OCT 2018

Eligible members must signify their agreement to the proposed resolution by 22nd October 2018.

Eligible members must signify their agreement to the proposed resolution as follows: (i) **by hand**, by delivering a signed copy to Emma Banham, Indigo House Sussex Avenue Leeds LS10 2LF or (ii) **by post**, by sending a signed copy to Emma Banham, 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 22nd October 2018.

***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).