Triodos Investment Management

STERICYCLE AGM Date: 2013-05-21

1a Elect Mark C. Miller Executive Chairman and former Chief Executive Officer. It is considered that where a Chairman has also formerly been the CEO that this could impinge on the responsibilities of the incumbent CEO. It is viewed that the Chairman should be independent of management. As this is not the case, Triodos opposes.	**Oppose**
1b Elect Jack W. Schuler Lead Director and former Chairman. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. In addition, he owns 1.5% of outstanding share capital. There is insufficient independent representation on the Board as a whole.	**Oppose**
1c Elect Charles A. Alutto	**For**
1d Elect Thomas D. Brown	**For**
1e Elect Rod F. Dammeyer Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.	**Oppose**
1f Elect William K. Hall	**For**
1g Elect Jonathan T. Lord, M.D.	**For**
1h Elect John Patience Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.	**Oppose**
1i Elect Ronald G. Spaeth	**For**
1j Elect Mike S. Zafirovski	**For**
2 Approval of an amendment to the Employee Stock Purchase Plan	**For**
3 Appoint the auditors	**For**

4 Approve Pay Structure **Abstain**

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BCB (for 2012 it was: BDC)
Disclosure rating: B - Disclosure is adequate although there is no disclosure of targets for the forthcoming year.
Balance rating: C - Awards are not considered to be excessive and targets for annual awards are challenging. Annual bonuses are calculated as a percentage of basic salaries, which are low in comparison to the index. Stock options are the major components of the long-term awards.
Contracts rating: C - The company has not entered into salary continuation, severance or similar agreements or arrangements with any of their executive officers that provide for payments upon or in connection with a termination of employment or a change in control.
Based upon this rating Triodos abstains

5 Stockholder proposal requiring executives to hold equity awards until retirement or terminating employment. **For**

Proposed by: The International Brotherhood of Teamsters General Fund.
The proponent requests that the Board should undertake such steps as may be necessary to adopt a policy requiring that senior executives retain a significant percentage of shares acquired through equity compensation programs until reaching normal retirement age and to report to shareholders regarding the policy before the Company’s 2014 annual meeting of shareholders. The proponent recommends that the Committee adopt a share retention percentage requirement of at least 75 percent of net after-tax shares, and that the policy should prohibit hedging transactions for shares subject to this policy which are not sales but reduce the risk of loss to the executive. Furthermore, the new policy shall supplement any other share ownership requirements that have been established for senior executives, and should be implemented so as not to violate the Company’s existing contractual obligations or the terms of any compensation or benefit plan currently in effect.
The company argues that the senior executives are already required to own significant amounts of the stock, and that the executive compensation program already emphasizes long-term equity ownership by executives, which the Board believes is the best way to create incentives for management to build sustained shareholder value. Furthermore, the Board believes that excessive share ownership may encourage excessive risk-taking.
It is considered that equity compensation and mandatory equity ownership for executives promotes accountability and encourages them to enhance stockholder value and adopt a long-term strategy. Therefore, Triodos supports this resolution

Note: This proposal received 22.9% of the votes cast for the proposal at the 2012 Annual Meeting.