



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

RICK SIU, Derivatively and on Behalf of the  
Nominal Defendant STERICYCLE, INC.,

Plaintiff,

v.

MARK C. MILLER, JACK W. SCHULER,  
CHARLES A. ALUTTO, LYNN DORSEY  
BLEIL, THOMAS D. BROWN, THOMAS F.  
CHEN, RODNEY F. DAMMEYER,  
WILLIAM K. HALL, JOHN PATIENCE,  
MIKE S. ZAFIROVSKI, DAN GINNETTI,  
BRENT ARNOLD, FRANK TEN BRINK,  
and RICHARD KOGLER,

Defendants,

-and-

STERICYCLE, INC.,

Nominal Defendant.

C.A. No. 2018-0273-JTL

**[PROPOSED] SCHEDULING ORDER**

WHEREAS, the Parties to the above-captioned derivative action (the “Action”) have entered into a Stipulation and Agreement of Settlement, Compromise, and Release dated as of February 25, 2019 (the “Stipulation”), which provides for settlement and dismissal of the Action upon the terms and conditions set forth in the Stipulation;

WHEREAS, Plaintiff has made an application, pursuant to Court of Chancery Rule 23.1, for entry of a scheduling order in accordance with the Stipulation, approving the form and content of the notice of the Settlement to Stericycle, Inc.

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(“Stericycle”) Stockholders and scheduling the date and time for the Settlement Hearing;

WHEREAS, the Court having read and considered the Stipulation and the exhibits attached thereto; the Stipulation being sufficient to warrant notice to Stericycle Stockholders; and all Parties having consented to the entry of this Scheduling Order;

NOW THEREFORE, IT IS HEREBY ORDERED, this \_\_\_ day of February, 2019, as follows:

1. **Definitions**: Unless otherwise defined herein, the capitalized terms used herein shall have the same meanings as they have in the Stipulation.

2. **Settlement Hearing**: The Court will hold a settlement fairness hearing (the “Settlement Hearing”) on \_\_\_\_\_, 2019, at \_\_\_ : \_\_\_ .m., in the Court of Chancery, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware, 19801, for the following purposes: (a) to determine whether Plaintiff and Plaintiff’s Counsel have adequately represented the interests of Stericycle and its stockholders; (b) to determine whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to Plaintiff, Stericycle and Stericycle Stockholders, and should be approved by the Court; (c) to determine whether an Order and Final Judgment substantially in the form attached to the Stipulation as Exhibit A should be entered dismissing the Action

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on the terms set forth in the Stipulation; (d) to determine whether the application by Plaintiff's Counsel for an award of attorneys' fees and reimbursement of litigation expenses, and for incentive awards to Plaintiff ("Fee and Expense Application"), should be approved; (e) to hear and consider any objections to the Settlement and/or to the Fee and Expense Application; and (f) to consider any other matters that may properly be brought before the Court in connection with the Settlement.

3. The Court may adjourn the Settlement Hearing and approve the proposed Settlement with such modifications as the Parties may agree to without further notice to Stericycle Stockholders.

4. **Manner of Giving Notice:** Notice of the Settlement and the Settlement Hearing shall be given by Stericycle as follows:

(a) No later than sixty (60) calendar days before the Settlement Hearing, Stericycle shall mail, or cause to be mailed, a copy of the Notice, substantially in the form attached to the Stipulation as Exhibit B, by first-class mail or other mail service if mailed outside the United States, to each Person who was a stockholder of record of Stericycle as of the date that the Stipulation was submitted to the Court (other than Defendants) at his, her or its last known address appearing in the stock transfer records maintained by or on behalf of Stericycle as of the close of business on the date that the Stipulation was filed with the Court. All Stericycle Stockholders who are

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record holders of Stericycle common stock on behalf of beneficial owners shall be requested in the Notice to forward the Notice to such beneficial owners of those shares. Stericycle shall use reasonable efforts to give notice to such beneficial owners by causing additional copies of the Notice (i) to be made available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners, or (ii) to be mailed to beneficial owners whose names and addresses Stericycle receives from record owners.

(b) No later than fourteen (14) days prior to the Settlement Hearing, Stericycle shall serve on Plaintiff's Counsel and file with the Court proof, by affidavit or declaration, of compliance with the notice provisions listed above.

5. **Approval of Form and Content of Notice:** The Court (a) approves as to form and content, the Notice, attached to the Stipulation as Exhibit B, and (b) finds that the mailing of the Notice in the manner and form set forth in paragraph 4 above: (i) constitutes notice that is reasonably calculated, under the circumstances, to apprise Stericycle Stockholders of the pendency of the Action, of the effect of the proposed Settlement (including the Releases to be provided thereunder), of the Fee and Expense Application, of their right to object to the Settlement and/or to the Fee and Expense Application, and of their right to appear at the Settlement Hearing; (ii) constitutes due, adequate, and sufficient notice to all persons and entities entitled to

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receive notice of the proposed Settlement; and (iii) satisfies the requirements of Court of Chancery Rule 23.1, the United States Constitution (including the Due Process Clause), and all other applicable laws and rules. The date and time of the Settlement Hearing shall be included in the Notice before it is mailed.

1. 6. **Appearance and Objections at the Settlement Hearing:** Any Stericycle Stockholder who continues to own shares of Stericycle common stock as of the date of the Settlement Hearing and who objects to the Settlement or the Fee and Expense Application, or who otherwise wishes to be heard, may appear in person or through his, her, or its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; provided, however, that no such Person shall be heard, and no papers, briefs, pleadings, or other documents submitted by any such Person shall be received and considered by the Court unless, no later than twenty-one (21) calendar days prior to the Settlement Hearing, such Person files with the Register in Chancery, Court of Chancery, 500 North King Street, Wilmington, DE, 19801, and serves upon the attorneys listed below: (a) a written and signed notice of intention to appear, which states the name, address, telephone number, and email address (if available) of the objector and, if represented, of his, her, or its counsel; (b) proof that the objector owned shares of Stericycle stock as of the Record Date and continues to hold such shares; and (c) a written, detailed statement of the Person's objections to any matter before the Court, and the specific grounds therefor

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or the reasons why such Person desires to appear and to be heard, as well as all documents and writings which such Person desires the Court to consider, including any legal and evidentiary support. These writings must also be served by File & Serve*Xpress*, by email, by hand, by first-class mail, or by express service upon the following attorneys such that they are received no later than twenty-one (21) business days prior to the Settlement Hearing:

If to Plaintiff:

Peter Andrews  
Craig Springer  
ANDREWS & SPRINGER LLC  
3801 Kennett Pike,  
Building C Suite 1305  
Wilmington, DE 19807

Geoffrey M. Johnson  
SCOTT+SCOTT ATTORNEYS AT  
LAW LLP  
12434 Cedar Road, Suite 12  
Cleveland Heights, OH 44118

If to Defendants:

Lisa A. Schmidt  
Richards, Layton & Finger, PA  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801

Sean M. Berkowitz  
Michael J. Faris  
Latham & Watkins, LLP  
330 North Wabash, Suite 2800  
Chicago, IL 60611

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7. Unless the Court orders otherwise, any Person or entity who or which does not make his, her, or its objection in the manner provided herein shall be deemed to have waived his, her, or its right to object to any aspect of the proposed Settlement and to the Fee and Expense Application and shall be forever barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of the Settlement or the requested attorneys' fees, litigation expenses, and incentive awards, or from otherwise being heard concerning the Settlement or the Fee and Expense Application in this or any other proceeding.

8. **Stay and Temporary Injunction:** Until otherwise ordered by the Court, the Court stays all proceedings in the Action other than proceedings necessary to carry out or enforce the terms and conditions of the Stipulation. Pending final determination of whether the Settlement should be approved, the Court bars and enjoins Plaintiff and all other Stericycle Stockholders from commencing, instituting, or prosecuting any of the Released Plaintiffs' Claims against any of the Released Defendants.

9. **Notice Costs:** Stericycle shall pay the costs and expenses related to providing notice of the Settlement to Stericycle Stockholders, as well as any costs and expenses related to the administration of the Settlement.

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10. **Termination of Settlement**: If the Settlement is terminated pursuant to paragraph 15 of the Stipulation, the Parties shall be restored to their respective positions in the Action immediately prior to the execution of the Stipulation.

11. **Use of This Order**: Neither this Scheduling Order, the Stipulation, nor any act or omission in connection therewith is intended or shall be deemed to be a presumption, concession, or admission by: (a) any of the Released Defendants, as to the validity of any claims, causes of action, or other issues that were, might be, or have been raised in the Action or in any other litigation, or to be evidence of or constitute an admission of wrongdoing or liability by any of them, and each of them expressly denies any such wrongdoing or liability; or (b) Plaintiff, as to the infirmity of any claim or the validity of any defense, or to the amount of any damages. The existence of the Stipulation, its contents or any negotiations, statements, or proceedings in connection therewith, shall not be offered or admitted in evidence or referred to, interpreted, construed, invoked, or otherwise used by any Person for any purpose in the Action or otherwise, except as may be necessary to effectuate the Settlement. This provision shall remain in full force and effect in the event that the Settlement is terminated for any reason whatsoever. Notwithstanding the foregoing, any of the Released Parties may file the Stipulation or any judgment or order of the Court related hereto in any other action that may be brought against them, in order to support any and all defenses or counterclaims based on res judicata, collateral



estoppel, good faith settlement, judgment bar or reduction, or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim.

12. **Supporting Papers**: Plaintiff's Counsel shall file and serve the opening papers in support of the proposed Settlement, plus the Fee and Expense Application and any supporting papers, no later than thirty-five (35) calendar days prior to the Settlement Hearing. Opposition papers, if any, shall be filed and served no later than twenty-one(21) calendar days prior to the Settlement Hearing. Reply papers, if any, shall be filed and served no later than seven (7) calendar days prior to the Settlement Hearing.

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Vice Chancellor J. Travis Laster