



WM Announces Successful Early Tender Results in Private Exchange Offer and Consent Solicitation for any and all of Stericycle, Inc.'s \$500 million Outstanding 3.875% Senior Notes Due 2029

Sep 24, 2024

HOUSTON--(BUSINESS WIRE)--Sep. 24, 2024-- Waste Management, Inc., a Delaware corporation (NYSE: WM) ("WM"), announced today that it has received, on behalf of Stericycle, Inc., a Delaware corporation ("SRCL"), the requisite consents to amend the 3.875% Senior Notes due 2029 (the "SRCL Notes") issued by SRCL and the indenture governing the SRCL Notes (the "SRCL Indenture") to eliminate substantially all of the restrictive covenants and events of default, other than payment-related, guarantee-related and bankruptcy-related events of default (collectively, the "Proposed Amendments"), based on the early tender results in connection with WM's previously announced (i) private offer to exchange (the "Exchange Offer") any and all of the \$500 million aggregate principal amount outstanding of SRCL Notes held by eligible holders for a series of new notes to be issued by WM (the "WM Notes"), and (ii) WM's related solicitation of consents, on behalf of SRCL (the "Consent Solicitation"), to adopt the Proposed Amendments, pursuant to the terms and subject to the conditions set forth in an exchange offer memorandum and consent solicitation statement, dated September 10, 2024 (the "Offering Memorandum").

As of 5:00 p.m., New York City time, on September 23, 2024 (the "Early Tender Deadline"), \$474,581,000 in aggregate principal amount of SRCL Notes, representing approximately 94.92% of the aggregate principal amount of SRCL Notes outstanding, had been validly tendered and not validly withdrawn (and consents thereby validly given and not validly revoked). SRCL Notes validly tendered, and not validly withdrawn, by the Early Tender Deadline may no longer be withdrawn, and related consents validly delivered and not validly revoked, by the Early Tender Deadline may no longer be revoked (except in certain limited circumstances where additional withdrawal rights are required by law).

WM intends for SRCL and the trustee for the SRCL Indenture to execute and deliver a supplemental indenture to amend the SRCL Indenture giving effect to the Proposed Amendments. However, the Proposed Amendments will only become operative on the settlement date of the Exchange Offer, which is expected to occur on or about the third business day after the Expiration Date (as defined below), unless WM extends or terminates the Exchange Offer (such date and time, as the same may be extended, the "Settlement Date"), and no earlier than the consummation of the previously announced merger transaction contemplated by that certain Agreement and Plan of Merger, dated as of June 3, 2024, by and among WM, Stag Merger Sub Inc., a Delaware corporation and an indirect wholly owned subsidiary of WM, and SRCL (the "Transaction").

For each \$1,000 principal amount of SRCL Notes validly tendered in the Exchange Offer, not validly withdrawn by the Early Tender Deadline and accepted for exchange, the eligible holder of such SRCL Notes will receive WM Notes in an equal principal amount as the tendered SRCL Notes and cash consideration of approximately \$2.63 per \$1,000 principal amount of SRCL Notes (the "Cash Consideration" and, together with such amount of WM Notes, the "Total Exchange Consideration"). The WM Notes will have the same interest payment dates, maturity date and interest rate as the SRCL Notes, but will differ in certain respects from the SRCL Notes, including the redemption provisions, as described in the Offering Memorandum.

Eligible holders who validly tender their SRCL Notes after the Early Tender Deadline but on or prior to the Expiration Date will be eligible to receive \$970 principal amount of the WM Notes per \$1,000 principal amount of SRCL Notes validly tendered but no Cash Consideration (the "Exchange Consideration").

The Exchange Offer and Consent Solicitation will expire at 5:00 p.m., New York City time, on October 8, 2024, unless such date is extended or earlier terminated (such date and time, as they may be extended, the "Expiration Date"). WM reserves the right to terminate, withdraw, amend or extend the Exchange Offer and Consent Solicitation in its sole discretion, subject to the terms and conditions set forth in the Offering Memorandum.

Interest on the WM Notes will accrue from (and including) the last interest payment date on which interest was paid on the SRCL Notes, and, accordingly, no accrued interest will be paid on the Settlement Date in respect of SRCL Notes accepted for exchange, except with respect to cash paid in lieu of WM Notes not delivered, as described below.

The WM Notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. No tender of SRCL Notes will be accepted if it would result in the issuance of less than \$2,000 principal amount of the WM Notes. If the principal amount of WM Notes that would otherwise be required to be delivered in exchange for a tender of SRCL Notes would not equal \$2,000 or an integral multiple of \$1,000 in excess thereof, then the principal amount of such WM Notes will be rounded down to \$2,000 or the nearest integral multiple of \$1,000 in excess thereof, and WM will pay cash (in lieu of such WM Notes not delivered) equal to the remaining portion of the Exchange Consideration for such SRCL Notes plus accrued and unpaid interest with respect to that portion to, but not including, the Settlement Date.

WM's obligation to accept and exchange the SRCL Notes validly tendered pursuant to the Exchange Offer is subject to certain

conditions as set forth in the Offering Memorandum. The Exchange Offer and Consent Solicitation are not conditioned upon any minimum aggregate principal amount of SRCL Notes being validly tendered for exchange, but are conditioned upon, among others, the consummation of the Transaction. Other than the consummation of the Transaction (without which the Exchange Offer will not be consummated, neither the Exchange Consideration nor the Total Exchange Consideration will be paid, nor will the Proposed Amendments take effect), WM may generally waive any condition with respect to the Exchange Offer and Consent Solicitation, in its sole discretion, at any time.

The Exchange Offer is being made only to holders of SRCL Notes who satisfy the eligibility conditions described under “Disclaimer” below. Holders of SRCL Notes who desire a copy of the eligibility letter should contact Global Bondholder Services Corporation, the information agent and exchange agent for the Exchange Offer and Consent Solicitation, at (855) 654-2015. Banks and brokers should call (212) 430-3774. The eligibility letter may also be found here: <https://gbsc-usa.com/eligibility/wm>. Global Bondholder Services Corporation will also provide copies of the Offering Memorandum to eligible holders of SRCL Notes.

Holders of SRCL Notes are advised to check with any bank, securities broker or other intermediary through which they hold SRCL Notes as to when such intermediary needs to receive instructions from a holder in order for that holder to be able to participate in the Exchange Offer and Consent Solicitation before the deadlines specified herein and in the Offering Memorandum. The deadlines set by each clearing system for the submission of exchange instructions will also be earlier than the relevant deadlines specified herein and in the Offering Memorandum.

Disclaimer

This press release is issued pursuant to Rule 135c under the Securities Act of 1933, as amended (the “Securities Act”). This press release is neither an offer to sell nor the solicitation of an offer to buy the SRCL Notes, the WM Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which, or to any person to whom, such an offer, solicitation or sale is unlawful. The Exchange Offer has not been and will not be registered under the Securities Act, or the securities laws of any other jurisdiction, and, accordingly, the WM Notes will be subject to transfer restrictions unless and until the WM Notes are registered or exchanged for registered notes. The WM Notes will be issued in reliance upon exemptions from, or in transactions not subject to, registration under the Securities Act. The Exchange Offer is being made only to, and the WM Notes will be offered for exchange only to, holders of SRCL Notes who are (i) reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the Securities Act) in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act, and (ii) outside the United States, persons who are not, and who are not acting for the account or benefit of, “U.S. persons” (as defined in Rule 902 under the Securities Act) in compliance with Regulation S under the Securities Act. The WM Notes will not be offered or sold in the United States or to U.S. persons (as defined in Rule 902 under the Securities Act) unless the transaction is registered under the Securities Act, an exemption from the registration requirements of the Securities Act is available or the transaction is not subject to registration under the Securities Act.

The Exchange Offer and Consent Solicitation are being made only pursuant to the Offering Memorandum. The Offering Memorandum and other documents relating to the Exchange Offer and Consent Solicitation will be distributed only to holders of SRCL Notes who confirm that they are within the categories of eligible participants in the Exchange Offer. None of WM, its directors or officers, the dealer managers and solicitation agents, the exchange agent, the information agent, the trustees for the WM Notes or the SRCL Notes, their respective affiliates, or any other person is making any recommendation as to whether holders should tender their SRCL Notes in the Exchange Offer or consent to the Proposed Amendments in the Consent Solicitation.

This press release, the Offering Memorandum and any other offering material relating to the Exchange Offer are not being made, and have not been approved, by an authorized person for the purposes of Section 21 of the Financial Services and Markets Act 2000. Accordingly, this press release, the Offering Memorandum and any other offering material relating to the Exchange Offer are only being distributed to and are only directed at: (i) persons who are outside the United Kingdom, (ii) persons in the United Kingdom who have professional experience in matters relating to investments who fall within the definition of investment professionals as defined within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Order”) or (iii) high net worth entities and other persons who fall within Article 49(2)(a) to (d) of the Order (all such persons together being referred to for purposes of this paragraph as “relevant persons”). The WM Notes will only be available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on the Offering Memorandum or any of its contents and may not participate in the Exchange Offer.

The complete terms and conditions of the Exchange Offer and Consent Solicitation are set forth in the Offering Memorandum. The Exchange Offer is only being made pursuant to the Offering Memorandum. The Exchange Offer is not being made to holders of SRCL Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. Neither the Securities and Exchange Commission nor any other regulatory body has registered, recommended or approved of the WM Notes or passed upon the accuracy or adequacy of the Offering Memorandum.

ABOUT WM

WM is North America’s leading provider of comprehensive environmental solutions. Previously known as Waste Management and based in Houston, Texas, WM is driven by commitments to put people first and achieve success with integrity. WM, through its subsidiaries, provides collection, recycling and disposal services to millions of residential, commercial, industrial and municipal customers throughout the U.S. and Canada. With innovative infrastructure and capabilities in recycling, organics and renewable

energy, WM provides environmental solutions to and collaborates with its customers in helping them achieve their sustainability goals. WM has the largest disposal network and collection fleet in North America, is the largest recycler of post-consumer materials and is the leader in beneficial use of landfill gas, with a growing network of renewable natural gas plants and the most landfill gas-to-electricity plants in North America. WM's fleet includes more than 12,000 natural gas trucks – the largest heavy-duty natural gas truck fleet of its kind in North America.

FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements that involve risks and uncertainties. Factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements in this press release are discussed in WM's most recent Annual Report on Form 10-K and subsequent reports on Form 10-Q.

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