# Sotera Health Announces Secondary Offering of Common Stock

March 15, 2021

CLEVELAND, March 15, 2021 (GLOBE NEWSWIRE) -- Sotera Health Company (the “Company”) today announced the launch of a secondary offering (the “Offering”) of 25,000,000 shares of its common stock, par value $0.01 per share. All 25,000,000 shares are being offered by selling stockholders, which include certain affiliates of Warburg Pincus LLC and GTCR, LLC, as well as certain current and former members of management of the Company. In addition, the selling stockholders have granted the underwriters a 30-day option to purchase up to an additional 3,750,000 shares of common stock. The Company is not offering any shares in the Offering and will not receive any of the proceeds from the Offering. The Company has agreed to pay certain Offering expenses consistent with its obligations under its Amended and Restated Registration Rights Agreement.

The Company also announced that, in connection with the Offering, J.P. Morgan Securities LLC, the representative of the several underwriters in the Company’s initial public offering of common stock completed in November 2020, is waiving a lock-up restriction with respect to shares of the Company’s common stock held by certain officers and other stockholders of the Company.

The Company also announced that it plans to seek an amendment to its existing credit agreement with the objective of obtaining more favorable pricing and extending the maturity on its revolving credit facility, which is currently undrawn. There can be no assurance that the Company will be successful in obtaining such an amendment, which will depend on market conditions and other factors which are subject to change.

J.P. Morgan, Credit Suisse, Goldman Sachs & Co. LLC and Jefferies are acting as joint lead book-running managers and as representatives of the underwriters for the Offering. Barclays, Citigroup and RBC Capital Markets are acting as joint book-running managers for the Offering. BNP PARIBAS, KeyBanc Capital Markets, Citizens Capital Markets, ING, Academy Securities, Loop Capital Markets, Penserra Securities LLC, Siebert Williams Shank and Tigress Financial Partners are acting as co-managers for the Offering.

The Offering is being made only by means of a prospectus. Copies of the preliminary prospectus relating to the Offering may be obtained, when available, from: J.P. Morgan Securities, LLC, Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by telephone at 1-866-803-9204 or by email at prospectus-eq_fi@jpmchase.com; Credit Suisse Securities (USA), LLC, Attention: Prospectus Department, 6933 Louis Stephens Drive, Morrisville, NC 27560, by telephone at (800) 221-1037, or by email at usa.prospectus@credit-suisse.com; Goldman Sachs & Co. LLC, Attention: Prospectus Department, 200 West Street, New York, NY 10282, by telephone 1-866-471-2526 or by email at Prospectus-ny@ny.email.gs.com; or Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10022, by telephone 1-877-821-7388 or by email at Prospectus_Department@Jefferies.com.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy these securities, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**Forward-looking Statements:**

Statements in this press release regarding the Company that are not historical facts are “forward-looking statements” that involve risks and uncertainties. Certain of these risks and uncertainties are described in the Company's registration statement on Form S-1 filed with the SEC, including under the headings of “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in the registration statement and under the headings of “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in the Company’s most recent Annual Report on Form 10-K. Forward-looking statements made in this release speak only as of the date of this release, and the Company undertakes no obligation to update the information contained in this press release to reflect subsequently occurring events or circumstances, except as required by law.

**About Sotera Health:**

Sotera Health Company is a leading global provider of mission-critical end-to-end sterilization solutions and lab testing and advisory services for the healthcare industry. Sotera Health goes to market through three businesses – Sterigenics®, Nordion® and Nelson Labs®. Sotera Health is committed to its mission, Safeguarding Global Health®.

**INVESTOR RELATIONS CONTACTS:**


Sally J. Curley, IRC
Curley Global IR, LLC
IR@soterahealth.com

Jenny Kobin
IR Advisory Solutions
IR@soterahealth.com


**MEDIA CONTACT:**


Kristin Gibbs
Chief Marketing Officer, Sotera Health
kgibbs@soterahealth.com

Source: Sotera Health Company