

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WARBURG PINCUS & CO.</u> (Last) (First) (Middle) 450 LEXINGTON AVENUE NEW YORK (Street) NY NY 100173147 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sotera Health Co [SHC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value per share ("Common Stock")	03/22/2021		S		13,512,582 ⁽¹⁾	D	\$26.1225	105,417,315 ⁽²⁾	I	See Footnote ⁽³⁾⁽⁴⁾⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
WARBURG PINCUS & CO.
 (Last) (First) (Middle)
 450 LEXINGTON AVENUE
 NEW YORK
 (Street)
 NY NY 100173147
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Warburg Pincus Private Equity XI-C, L.P.
 (Last) (First) (Middle)
 C/O WARBURG PINCUS LLC
 450 LEXINGTON AVENUE
 (Street)
 NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Warburg Pincus (Cayman) XI, L.P.
 (Last) (First) (Middle)
 C/O WARBURG PINCUS LLC

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Warburg Pincus XI-C, LLC](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Warburg Pincus Partners II \(Cayman\), L.P.](#)

(Last) (First) (Middle)

450 LEXINGTON AVENUE
C/O WARBURG PINCUS LLC

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Warburg Pincus \(Bermuda\) Private Equity GP Ltd.](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[WARBURG PINCUS LLC](#)

(Last) (First) (Middle)

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

Explanation of Responses:

- On March 22, 2021, certain of the Warburg Pincus Entities (as defined below) sold a total of 13,512,582 shares of Common Stock of Sotera Health Company (the "Issuer") in an underwritten public secondary offering (the "Offering").
- Following the Offering, consists of (i) 84,093,443 shares of Common Stock of the Issuer held by Warburg Pincus Private Equity XI, L.P., Warburg Pincus XI Partners, L.P., WP XI Partners, L.P., Warburg Pincus Private Equity XI-B, L.P. (collectively, the "WP XI Funds"), (ii) 269,963 shares of Common Stock of the Issuer held by Warburg Pincus Private Equity XI-C, L.P. ("WP XI-C") and (iii) 21,053,909 shares of Common Stock of the Issuer held by Bull Co-Invest L.P., a Delaware limited partnership ("Bull Co-Invest").
- Warburg Pincus XI, L.P., a Delaware limited partnership ("WP XI LP"), is the general partner of the WP XI Funds. WP Global LLC ("WP Global"), is the general partner of WP XI LP. Warburg Pincus Partners II, L.P. ("WPP II") is the managing member of WP Global. Warburg Pincus Partners GP LLC ("WPP GP LLC") is the general partner of WPP II. Warburg Pincus & Co. ("WP") is the managing member of WPP GP LLC. Warburg Pincus (Cayman) XI, L.P. ("WP Cayman") is the general partner of WP XI-C. Warburg Pincus XI-C, LLC ("Warburg Pincus XI-C") is the general partner of WP Cayman. Warburg Pincus Partners II (Cayman), L.P. ("WPP II Cayman") is the managing member of Warburg Pincus XI-C. Warburg Pincus (Bermuda) Private Equity GP Ltd. ("Warburg Pincus (Bermuda)") is the general partner of WPP II Cayman. WP Bull Manager, LLC ("WP Bull Manager") is the general partner of Bull Co-Invest. WP is the managing member of WP Bull Manager, LLC.
- Warburg Pincus LLC ("WP LLC") is the manager of the WP XI Funds and WP XI-C. The WP XI Funds, Bull Co-Invest, WP XI-C, WP XI LP, WP Global, WPP II, WPP GP LLC, WP Cayman, Warburg Pincus XI-C, WPP II Cayman, Warburg Pincus (Bermuda), WP Bull Manager, WP LLC and WP are collectively referred to herein as the "Warburg Pincus Entities."
- Each Warburg Pincus Entity disclaims beneficial ownership with respect to any shares of Common Stock of the Issuer, except to the extent of its pecuniary interest in such shares of Common Stock, if any. The WP XI Funds, WP XI-C, Bull Co-Invest, WP XI LP, WP Global, WPP II, WPP GP LLC, WP, WP Cayman, WPP II Cayman, Warburg Pincus (Bermuda), Warburg Pincus XI-C and WP Bull Manager are directors-by-deputization solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. Information with respect to each of the Warburg Pincus Entities is given solely by such Warburg Pincus Entity, and no Warburg Pincus Entity has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Entity.

Remarks:

Form 2 of 2. Two reports are filed that relate to the same transactions. See Form 1 of 2 for additional reporting entities. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

/s/ Harsha Marti, as Partner of Warburg Pincus & Co. 03/24/2021

/s/ Harsha Marti, as Authorised Signatory of Warburg Pincus (Bermuda), the general partner of WPP II Cayman, the sole member of Warburg Pincus XI-C, the general partner of Warburg Pincus Cayman, the general partner of Warburg Pincus Private Equity XI-C,LP 03/24/2021

/s/ Harsha Marti, as Authorised Signatory of Warburg Pincus (Bermuda), the general partner of WPP II Cayman, the sole member of Warburg Pincus XI-C, the general partner of Warburg Pincus (Cayman) XI, L.P. 03/24/2021

/s/ Harsha Marti, as Authorised Signatory of Warburg Pincus (Bermuda), the general partner of WPP II Cayman, the sole member of Warburg Pincus XI-C, LLC 03/24/2021

/s/ Harsha Marti, as Authorised Signatory of Warburg Pincus (Bermuda), the general partner of Warburg Pincus Partners II (Cayman), L.P. 03/24/2021

/s/ Harsha Marti, as Authorised Signatory of Warburg Pincus (Bermuda) Private Equity GP Ltd. 03/24/2021

/s/ Harsha Marti, Managing Director, Warburg Pincus LLC 03/24/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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