

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Rutz Michael P</u> (Last) (First) (Middle) <u>C/O SOTERA HEALTH COMPANY</u> <u>9100 SOUTH HILLS BLVD, SUITE 300</u> (Street) <u>BROADVIEW</u> <u>OH</u> <u>44147</u> <u>HEIGHTS</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sotera Health Co [SHC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>President of Sterigenics</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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")	03/02/2025		F		3,687 ⁽¹⁾	D	\$12.47	537,833	D	
Common Stock	03/02/2025		F		4,198 ⁽²⁾	D	\$12.47	533,635	D	
Common Stock	03/02/2025		F		5,399 ⁽³⁾	D	\$12.47	528,236	D	
Common Stock	03/03/2025		A		48,579 ⁽⁴⁾	A	\$0	576,815 ⁽⁵⁾	D	

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	Title	Amount or Number of Shares				
Performance RSUs	(6)	03/03/2025		A		24,289 ⁽⁶⁾		(6)	(6)	Common Stock	24,289	\$0	24,289	D	
Stock Options ⁽⁷⁾	\$14.59							(8)	03/04/2034	Common Stock	68,063		68,063	D	
Stock Options ⁽⁷⁾	\$17.59							(9)	03/06/2033	Common Stock	53,879		53,879	D	
Stock Options ⁽⁷⁾	\$20.03							(10)	03/02/2032	Common Stock	63,857		63,857	D	
Stock Options ⁽⁷⁾	\$23							(11)	11/20/2030	Common Stock	111,801		111,801	D	

Explanation of Responses:

1. These securities represent the number of shares of Common Stock withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations due upon the vesting of 8,322 Restricted Stock Units ("RSUs"), which represents 33% of the RSU award granted to the Reporting Person on March 2, 2022. This award was granted pursuant to the terms of an RSU agreement under the Sotera Health Company 2020 Omnibus Incentive Plan ("2020 Incentive Plan"). Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions.
2. These securities represent the number of shares of Common Stock withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations due upon the vesting of 9,475 RSUs, which represents 33% of the RSU award granted to the Reporting Person on March 6, 2023. This award was granted pursuant to the terms of an RSU agreement under the 2020 Incentive Plan. Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions.
3. These securities represent the number of shares of Common Stock withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations due upon the vesting of 11,423 RSUs, which represents 33% of the RSU award granted to the Reporting Person on March 4, 2024. This award was granted pursuant to the terms of an RSU agreement under the 2020 Incentive Plan. Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions.
4. These securities consist of RSUs that were granted on March 3, 2025, pursuant to the terms of an RSU agreement under the 2020 Incentive Plan. Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions. The RSUs generally vest annually in 60%, 20%, and 20% installments, respectively, commencing March 3, 2026.
5. These securities consist of 80,901 RSUs and 495,914 shares of Common Stock. 472,715 of the shares of Common Stock are vested, and 22,199 shares of Common Stock remain subject to vesting conditions. Shares of unvested Common Stock will vest on a daily basis, pro rata through May 13, 2025 (the five year anniversary of the date of grant).
6. These securities consist of a maximum number of additional performance-based RSUs that were granted on March 3, 2025, pursuant to the terms of an RSU agreement under the 2020 Incentive Plan. Each additional RSU represents the Reporting Person's right to receive one share of Common Stock, subject to stock price-related performance conditions. The additional RSUs generally vest annually in 60%, 20%, and 20% installments, respectively, commencing March 3, 2026, subject to performance.
7. No transaction is being reported on this line. Reported on a previously filed Form 4.
8. These options were granted on March 4, 2024, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest annually in three equal installments commencing March 2, 2025, subject to vesting conditions.
9. These options were granted on March 6, 2023, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest in annually in three equal installments commencing March 2, 2024, subject to the Reporting Person's continued service through each such date.
10. These options were granted on March 2, 2022, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest in three equal installments on each of the first three anniversaries of the date of grant, subject to the Reporting Person's continued service through each such date.

11. These options were granted on November 20, 2020, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest in four equal installments on each of the first four anniversaries of the date of grant, subject to the Reporting Person's continued service through each such date.

Remarks:

The Power of Attorney for Mr. Rutz is filed as an exhibit to the Form 3 filed on November 20, 2020, which is hereby incorporated by reference.

Matthew J. Klaben, Attorney-in-
Fact

** Signature of Reporting Person

03/04/2025

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.