



2026 J.P. Morgan Healthcare Conference

Safeguarding Global Health®

Michael B. Petras, Jr.
Chairman and Chief Executive Officer
January 12, 2026



Cautionary Note Regarding Forward-Looking Statements and Non-GAAP Financial Measures

Unless expressly indicated or the context requires otherwise, the terms “Sotera Health,” “Company,” “we,” “us,” and “our” in this presentation refer to Sotera Health Company, a Delaware corporation, and, where appropriate, its subsidiaries on a consolidated basis. This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are often characterized by the use of words such as “believes,” “estimates,” “expects,” “projects,” “may,” “intends,” “plans” or “anticipates,” or by discussions of strategy, plans or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause our actual results, performance, achievements, or industry results, to differ materially from historical results or any future results, performance or achievements expressed, suggested or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to: a disruption in the availability or supply of, or increases in the price of, ethylene oxide (“EO”), Cobalt-60 (“Co-60”) or our other direct materials, services and supplies, including as a result of geopolitical instability and/or sanctions against Russia by the United States, Canada, the United Kingdom and/or the European Union; fluctuations in foreign currency exchange rates; evolving changes in environmental, health and safety regulations or preferences; health and safety risks associated with the use, storage, transportation and disposal of potentially hazardous materials such as EO and Co-60; the impact and outcome of current and future legal proceedings and liability claims, including litigation related to the use, emissions and releases of EO from our EO sterilization facilities, and the possibility that claims will be made in the future; our ability to satisfy the conditions for settlement of the EO claims related to our former facility in Willowbrook, Illinois; allegations of our failure to properly perform services and potential product liability claims, recalls, other penalties and reputational harm; compliance with the extensive regulatory requirements to which we are subject, the related costs, and any failures to receive or maintain, or delays in receiving, required clearances or approvals; adverse changes in industry trends; competition we face; market conditions and changes, including inflationary trends and the impact of tariffs, that impact our long-term supply contracts with variable price clauses and increase our cost of revenues; business continuity hazards, including supply chain disruptions, federal government shutdowns, and other risks associated with our operations; the risks of doing business internationally, including global and regional economic and political instability and compliance with various applicable laws and potentially inconsistent laws and regulations in multiple jurisdictions; our ability to increase capacity at existing facilities, build new facilities in a timely and cost-effective manner and renew leases for our leased facilities; our ability to attract and retain qualified employees; severe health events or environmental events; cybersecurity incidents, unauthorized data disclosures, and our dependence on information technology systems; an inability to pursue strategic transactions, find suitable acquisition targets, or integrate strategic acquisitions into our business successfully; our ability to maintain effective internal control over financial reporting; our reliance on intellectual property to maintain our competitive position and the risk of claims from third parties that we have infringed or misappropriated, or are infringing or misappropriating, their intellectual property rights; our ability to comply with rapidly evolving data privacy and security laws and regulations in various jurisdictions and any ineffective compliance efforts with such laws and regulations; our ability to maintain profitability in future periods; impairment charges on our goodwill and other intangible assets with indefinite lives, as well as other long-lived assets and intangible assets with definite lives; the effects of unionization efforts and labor regulations in countries in which we operate; adverse changes to our tax positions in U.S. or non-U.S. jurisdictions or the interpretation and application of U.S. tax legislation or other changes in U.S. or non-U.S. taxation of our operations; and our significant leverage and how this significant leverage could adversely affect our ability to raise additional capital, limit our ability to react to challenges confronting our Company or broader changes in our industry or the economy, limit our flexibility in operating our business through restrictions contained in our debt agreements and/or prevent us from meeting our obligations under our existing and future agreements governing our indebtedness. These forward-looking statements are based on current plans, estimates and projections, and therefore you should not place undue reliance on them. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update them publicly in light of new information or future events, except as required by law. The inclusion of this forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates or expectations contemplated by us will be achieved.

For additional discussion of these risks and uncertainties, please refer to the Company’s filings with the Securities and Exchange Commission (“SEC”), such as its Annual Report on Form 10-K and quarterly reports. If any of these trends, risks or uncertainties actually occur or continue, our business, financial condition or operating results could be materially adversely affected, the trading prices of our securities could decline and you could lose all or part of your investment. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this cautionary statement.

This presentation includes Adjusted EBITDA, Adjusted EBITDA Margin, Tax Rate Applicable to Adjusted Net Income, Adjusted Net Income, Adjusted EPS, Free Cash Flow, Net Debt and Net Leverage Ratio, which are unaudited financial measures that are not based on any standardized methodology prescribed by GAAP. Adjusted EBITDA, Adjusted EBITDA Margin, Tax Rate Applicable to Adjusted Net Income, Adjusted Net Income, Adjusted EPS, Free Cash Flow, Net Debt and Net Leverage Ratio may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies. Adjusted EBITDA, Adjusted EBITDA Margin, Tax Rate Applicable to Adjusted Net Income, Adjusted Net Income, Adjusted EPS, Free Cash Flow, Net Debt and Net Leverage Ratio should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

This presentation refers to, and in other communications with investors the Company may refer to, net sales or revenues or other historical financial information on a “constant currency” basis, which is a non-GAAP financial measure defined in the Appendix to this presentation. We use these non-GAAP financial measures as the principal measures of our operating performance. Management believes these measures allow management to more effectively evaluate our operating performance and compare the results of our operations from period to period without the impact of certain non-cash items and non-routine items that we do not expect to continue at the same level in the future and other items that are not core to our operations. We believe that these measures are useful to our investors because they provide a more complete understanding of the factors and trends affecting our business than could be obtained without these measures and their disclosure. In addition, we believe these measures will assist investors in making comparisons to our historical operating results and analyzing the underlying performance of our operations for the periods presented. Our management also uses these measurements in their financial analysis and operational decision-making and Adjusted EBITDA serves as the key metric for the attainment of our primary annual incentive program. These measures may be calculated differently from, and therefore may not be comparable to, a similarly titled measure used by other companies. The Company does not provide a reconciliation for non-GAAP financial measures on a forward-looking basis where it is unable to provide a meaningful or accurate calculation or estimation of reconciling items without unreasonable effort. The Company cannot reconcile its expected Adjusted EBITDA, Tax Rate Applicable to Adjusted Net Income, Adjusted Net Income, Adjusted EPS, Free Cash Flow, and Net Leverage Ratio without unreasonable effort because certain items that impact net income, earnings per share and other reconciling metrics are out of the Company’s control and/or cannot be reasonably predicted at this time, including uncertainties caused by changes to the regulatory landscape, restructuring items and certain fair value measurements, all of which are potential adjustments for future earnings. This presentation also contains estimates and other statistical data made by independent parties and by the Company relating to market size and growth and other data about the Company’s industry and estimated total and serviceable addressable markets. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. We have not independently verified this market data. While we are not aware of any misstatements regarding any industry or similar data presented herein, such data involve risks and uncertainties and are subject to change based on various factors, including those described under the headings of “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in the Company’s Annual Report on Form 10-K, and in the Company’s other SEC filings. In addition, projections, assumptions and estimates of the Company’s future performance and the future performance of the markets in which the Company operates are necessarily subject to a high degree of uncertainty and risk. The Sotera Health name, our logo and other trademarks mentioned in this presentation are the property of their respective owners. All Company data and financial information included in this presentation is as of September 30, 2025, unless otherwise stated.

Today's Focus

The Crucial Role We Play in Healthcare

Our Strong and Consistent Financial Profile

Our Path to Driving Value

Safeguarding Global Health[®]



~**5,000** customers in over
50 countries



Over **3,000** employees



Provide **end-to-end**
solutions for our customers
in highly-regulated markets



Integrated global network of
62 facilities located in
13 countries

Customers include 40+ of top 50 medical device companies,
and 9 of top 10 pharmaceutical companies⁽¹⁾

Customer relationships average 10+ years across top 25 customers

70%+ of revenue tied to multi-year contracts⁽¹⁾

70% of Sterigenics and Nelson
Labs combined revenue comes
from shared customers⁽¹⁾

Strong cash flow generation and
disciplined capital allocation

⁽¹⁾ For the year ended December 31, 2024.

Our Crucial Role in the Healthcare Supply Chain



R&D, materials and packaging optimization



Pre-FDA filing tests and clinical trials



Product manufacturing



Sterilization



Quality control tests



Distribution

 Sterigenics. ✓

 Nordion. ✓

 Nelson Labs. ✓

Three Integrated and Outstanding Business Segments

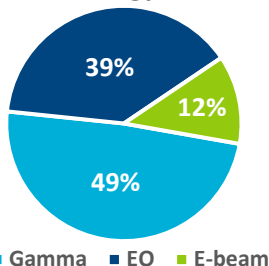


Global leader in comprehensive sterilization solutions

Providing **2,000+** customers⁽¹⁾ peace of mind through **quality, reliability, and safety**

48 facilities located across **13** countries and **4** continents

Sterigenics Technology Mix⁽²⁾

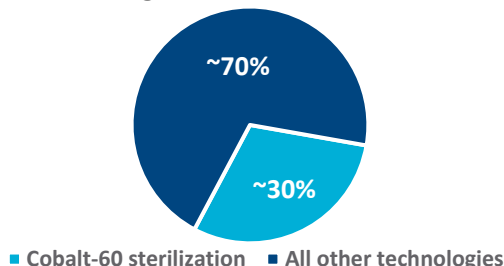


World's Largest Provider of Cobalt-60 sealed sources

Providing customers **end-to-end solutions** across the Cobalt-60 supply chain

One of a Kind, CNSC licensed, Class 1B nuclear processing **facility**

Global Sterilization Technology Mix for Single-Use Medical Devices

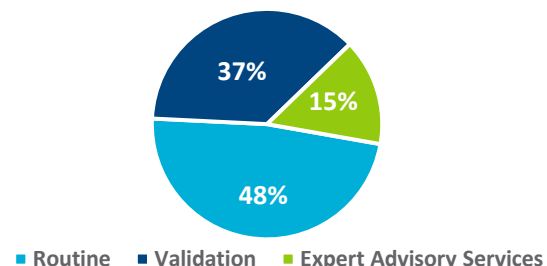


Global leader in microbiological and analytical lab testing

~**3,000** customers⁽¹⁾ trust our **quality and reliability** to help ensure lifesaving products are safe

Microbiology and analytical chemistry services include **900+ tests**

Nelson Labs Service Mix⁽²⁾



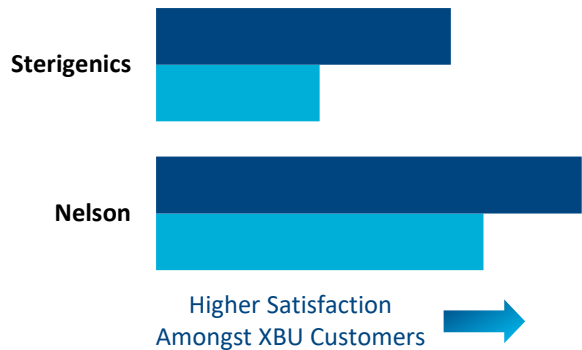
(1) For the year ended December 31, 2024.

(2) Based on revenue for the year ended December 31, 2024.

Growth Opportunity with Customers Across Business Units (XBU)

Customer Satisfaction Scores⁽¹⁾

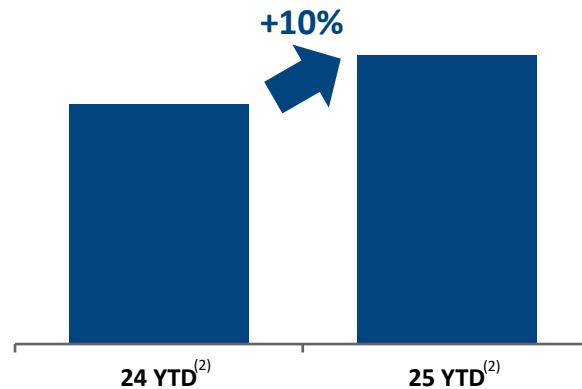
■ XBU ■ Single Business Unit



Key Customer Benefit:

Comprehensive lab & sterilization solutions that meet the customer's needs

Demonstrated Growth Driven by XBU Focus



Enhanced Revenue Growth:

Expanded potential through more focused XBU initiatives and targeted entry into higher growth/value segments

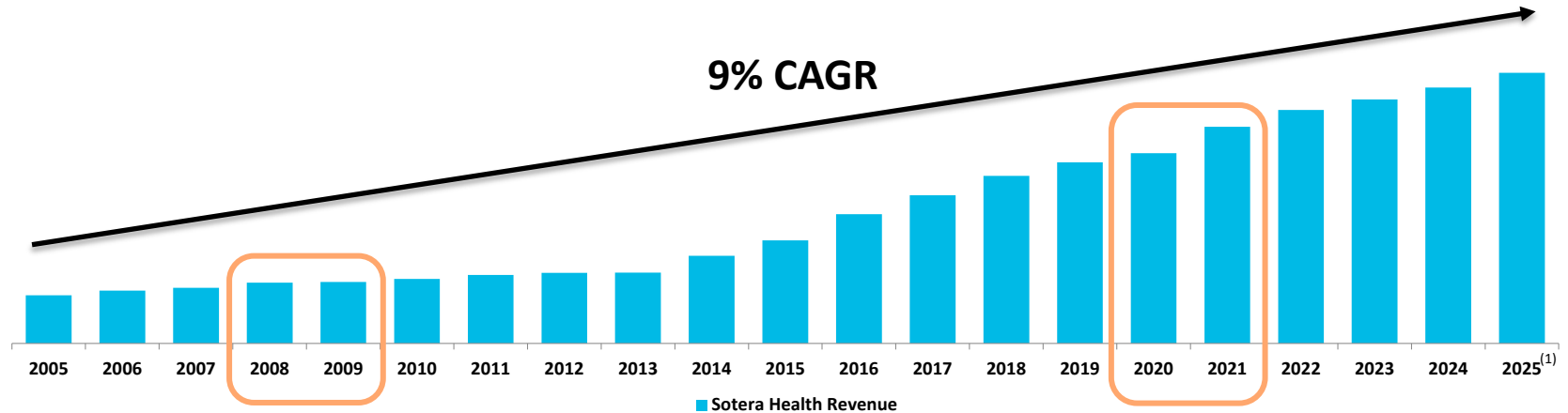
(1) 2023 Sotera Health Customer Satisfaction Survey.

(2) For the nine months ended September 30th of the applicable year.

Our Strong and Consistent Financial Profile

Delivering Sustained Revenue Growth for Over 20 Years

Our resilient business model has delivered **consistent revenue growth every year since 2005, including the great recession of 2008 and the COVID pandemic**

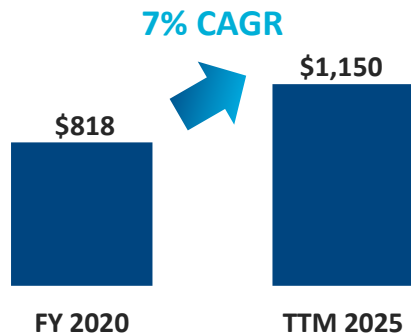


(1) Estimated 2025 revenue

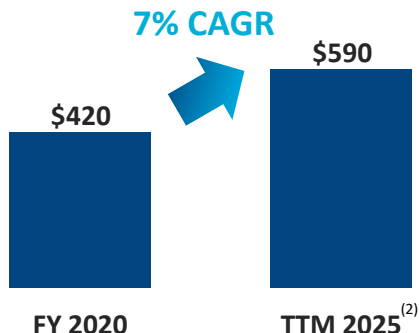
Demonstrated Track Record of Performance

\$ in millions

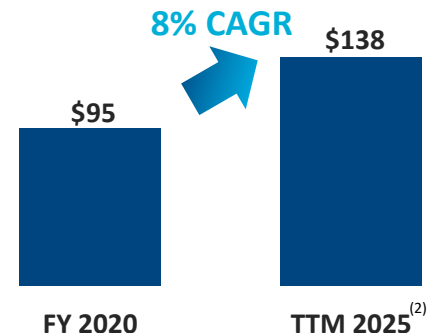
Revenue Growth



Adjusted EBITDA⁽¹⁾ Growth



Free Cash Flow⁽¹⁾ Growth



\$170M of Adjusted EBITDA⁽¹⁾ Growth Since IPO

(1) This is a non-GAAP financial measure. Please refer to Non-GAAP Financial Measures provided in the Appendix.

(2) Trailing twelve months ended September 30, 2025

Disciplined Capital Allocation Framework

MAINTAIN A HEALTHY BALANCE SHEET

- ✓ 2.0x – 3.0x net leverage ratio target
- ✓ Retain ample liquidity
- ✓ Ensure access to capital markets
- ✓ Delever through growth
- ✓ Improve credit ratings over time

PRIORITY

- ✓ Organic investments to drive growth and strengthen the businesses

OPPORTUNISTIC

- ✓ Value accretive M&A
- ✓ Debt reduction
- ✓ Share repurchases

Our Path to Driving Value

Our Company Key Priorities

1

Excellence in serving our customers with end-to-end solutions

2

Win in growth markets

3

Driving operational excellence to enhance free cash flow

4

Disciplined capital deployment

Strong Execution to Generate Value for Our Stakeholders

Driving Organic Revenue Growth Targets



MSD-HSD

~High-end of price range or above
~65% of revenue⁽¹⁾



MSD

~Low-end of price range
~20% of revenue⁽¹⁾



LSD-MSD

~Low-end of price range
~15% of revenue⁽¹⁾

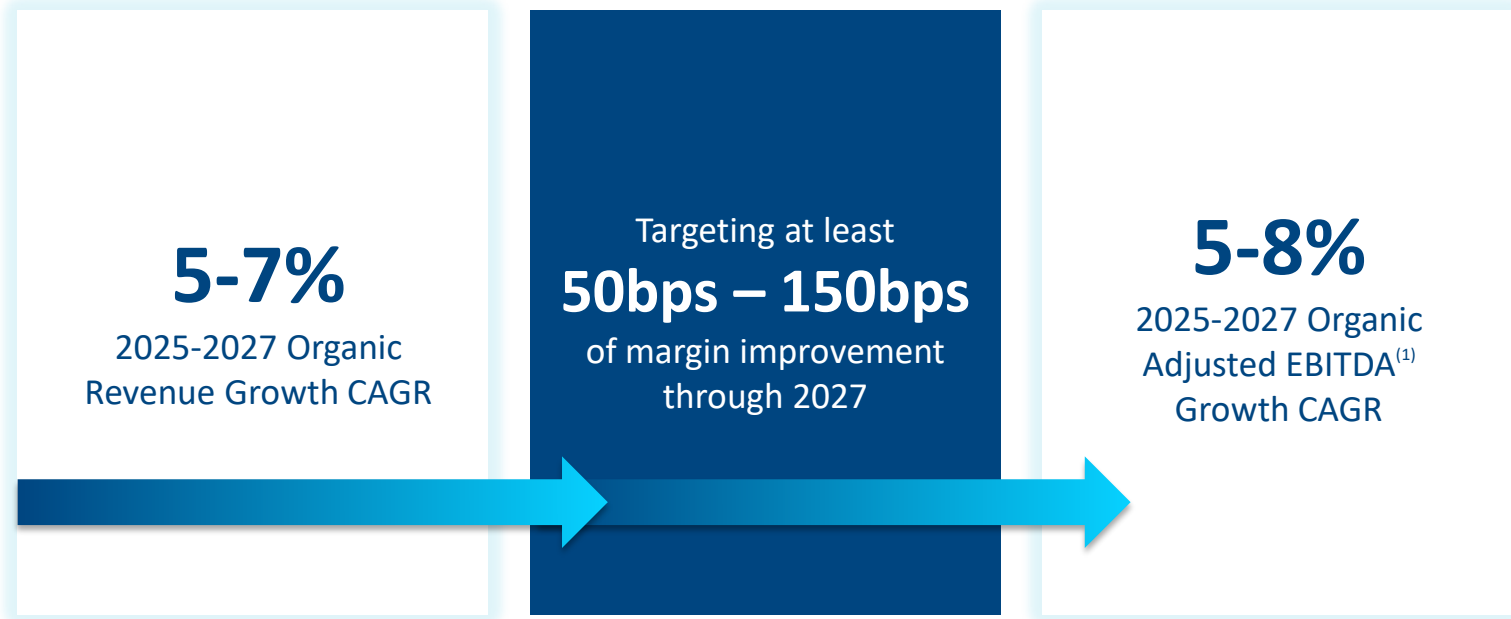


5% - 7%

2025-2027 Organic Revenue Growth CAGR
Inclusive of total company price range of 3%-4%

(1) Based on 2024 Net Revenues.

Accelerating Adjusted EBITDA Growth Target



(1) This is a non-GAAP financial measure.

Executing Against our Investor Day Commitments

	2025-2027 Target	YTD as of 9/30/25	Status
Organic Revenue Growth	5 - 7%	6.2%	On track
Adjusted EBITDA Growth ⁽¹⁾	5 - 8%	10.4%	On track
Margin Improvement	50 - 150bps	195bps	On track
Cumulative Free Cash Flow ⁽¹⁾	\$500M - \$600M	\$147M	On track
Net Leverage Ratio ⁽¹⁾	2.0x – 3.0x	3.3x	On track

⁽¹⁾ This is a non-GAAP financial measure. Please refer to Non-GAAP Financial Measures provided in the Appendix.

Capital Structure Actions Over Past 2 Years

Increased public float to
~80%
of total shares⁽¹⁾

Net leverage Ratio⁽²⁾ improved
~1 turn
to 3.3x

Debt paydown of
\$90M
& increased available liquidity
\$245M

Extended debt maturity
5 years
to 2031

Term loan interest rate reduction of
75bps
\$13M of annual interest savings

Strengthened Balance Sheet & More Than Doubled Public Float

(1) As of the most recent secondary stock offering in December 2025.

(2) This is a non-GAAP financial measure. Please refer to Non-GAAP Financial Measures provided in the Appendix.

Global Leader Positioned for Sustainable Growth



**Leader in
Large & Growing
Addressable
Market**



**Industry-Leading
Expertise in
Regulated
Markets**



**Comprehensive
Global Facility
Network**



**End-to-End
Platform**



**Positioned for
Above-Market
Growth**



**Strong and
Consistent
Financial
Profile**



**Accelerating
Free Cash
Flow**



**Disciplined
Capital
Allocation**

Appendix

Non-GAAP Financial Measures

(unaudited)
(dollars in thousands)

	Year Ended December 31,					Twelve Months Ended September 30,
	2020	2021	2022	2023	2024	2025
<i>(in thousands of U.S. dollars)</i>						
Net income (loss)	\$ (37,491)	\$ 117,121	\$ (233,570)	\$ 51,376	\$ 44,398	\$ 55,425
Amortization of intangible assets	80,255	86,742	81,554	81,348	79,377	55,886
Share-based compensation ^(a)	10,987	13,870	21,211	32,364	36,896	31,638
Capital restructuring bonuses ^(b)	2,702	—	—	—	—	—
(Gain) loss on foreign currency and derivatives not designated as hedging instruments, net ^(c)	(8,454)	(58)	3,150	(1,552)	2,448	2,853
Business optimization expenses ^(d)	9,105	(2,743)	8,354	7,662	9,368	12,210
Impairment of investment in unconsolidated affiliate ^(e)	—	—	9,613	—	—	—
Loss on refinancing of debt ^(f)	44,262	20,681	—	—	24,168	1,175
Professional services relating to EO sterilization facilities ^(g)	36,671	45,656	72,639	45,312	32,694	47,852
Illinois EO litigation settlement ^(h)	—	—	408,000	—	—	64,943
Georgia EO litigation settlement ⁽ⁱ⁾	—	—	—	35,000	—	—
Accretion of asset retirement obligations ^(j)	1,946	2,252	2,194	2,413	2,638	2,462
COVID-19 expenses ^(k)	2,677	761	155	—	—	—
Income tax benefit associated with pre-tax adjustments ^(l)	(43,536)	(38,500)	(103,081)	(49,597)	(33,487)	(45,327)
Adjusted Net Income	99,124	245,782	270,219	204,326	198,500	229,117
Interest expense, net	215,259	74,192	78,490	142,878	164,691	161,634
Depreciation ^(m)	63,309	64,160	64,000	76,577	82,420	87,072
Income tax provision applicable to Adjusted Net Income ⁽ⁿ⁾	42,167	97,095	93,540	104,248	102,963	111,875
Adjusted EBITDA^(o)	\$ 419,859	\$ 481,229	\$ 506,249	\$ 528,029	\$ 548,574	\$ 589,698
Net Revenues	\$ 818,158	\$ 931,478	\$1,003,687	\$1,049,288	\$1,100,441	\$1,150,379
Adjusted EBITDA Margin	51.3 %	51.7 %	50.4 %	50.3 %	49.9 %	51.3 %

Non-GAAP Financial Measures

- a) Represents share-based compensation expense to employees and Non-Employee Directors.
- b) Represents cash bonuses for members of management relating to the November 2020 IPO.
- c) Represents the effects of (i) fluctuations in foreign currency exchange rates, (ii) non-cash mark-to-fair value of embedded derivatives relating to certain customer and supply contracts at Nordion, and (iii) unrealized gains and losses on interest rate derivatives not designated as hedging instruments.
- d) Represents (i) certain costs related to divestitures, acquisitions and the integration of acquisitions, (ii) professional fees and other costs associated with business optimization, cost saving and other process enhancement projects, and (iii) legal, consulting, and other fees associated with the secondary offerings and shareholder engagement.
- e) Represents an impairment charge on an equity method investment in a joint venture.
- f) Represents the write-off of unamortized debt issuance costs and discounts, as well as certain other costs incurred related to refinancing activity for the Term Loans, the Secured Notes and the Revolving Credit Facility.
- g) Represents litigation and other professional fees associated with our EO sterilization facilities.
- h) Represents (i) the cost to settle 880 pending and threatened EO claims in Illinois pursuant to Settlement Agreements entered into in January 2023 and finalized in March 2023; (ii) the cost to settle 97 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into in April 2025 and finalized in September 2025, and (iii) the cost to settle 129 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into in July 2025.
- i) Represents the cost to settle 79 pending EO claims in Georgia under a Settlement Term Sheet entered into in December 2023.
- j) Represents non-cash accretion of asset retirement obligations related to Co-60 gamma and EO processing facilities, which are based on estimated site remediation costs for any future decommissioning of these facilities and are accreted over the life of the asset.
- k) Represents non-recurring costs associated with the COVID-19 pandemic, including incremental costs to implement workplace health and safety measures. For the year ended December 31, 2020, costs also included donations to related charitable causes and special bonuses for front-line personnel working on-site during lockdown periods.
- l) Represents the income tax impact of adjustments calculated based on the tax rate applicable to each item. We eliminate the effect of tax rate changes as applied to tax assets and liabilities, and unusual items from our presentation of adjusted net income.
- m) Includes depreciation of Co-60 held at gamma irradiation sites. The year ended December 31, 2024 and twelve months ended September 30, 2025 excludes accelerated depreciation associated with business optimization activities.
- n) Represents the difference between the income tax provision (benefit) as determined under U.S. GAAP and the income tax benefit associated with pre-tax adjustments described in footnote (l).
- o) \$82.6 million, \$85.3 million, \$83.6 million, \$94.1 million, \$97.1 million and \$96.8 million of the adjustments for the years ended December 31, 2020, 2021, 2022, 2023, 2024 and twelve months ended September 30, 2025, respectively, are included in cost of revenues, primarily consisting of amortization of intangible assets, depreciation, and accretion of asset retirement obligations.

Non-GAAP Financial Measures

(unaudited)

(dollars in thousands, except per share amounts)

	Nine Months Ended September 30,	
	2025	2024
Net income	\$ 43,102	\$ 32,075
Amortization of intangible assets	36,246	59,737
Share-based compensation ^(a)	23,465	28,723
Loss on refinancing of debt ^(b)	1,167	24,160
Gain on foreign currency and derivatives not designated as hedging instruments, net ^(c)	(1,294)	(1,699)
Business optimization expenses ^(d)	7,575	4,733
Professional services relating to EO sterilization facilities ^(e)	37,515	22,357
Illinois EO litigation settlements ^(f)	64,943	—
Accretion of asset retirement obligation ^(g)	1,738	1,914
Income tax benefit associated with pre-tax adjustments ^(h)	(44,081)	(32,241)
Adjusted Net Income	170,376	139,759
Interest expense, net	120,674	123,731
Depreciation ⁽ⁱ⁾	67,726	63,074
Income tax provision applicable to Adjusted Net Income ^(j)	77,988	69,076
Adjusted EBITDA^(k)	\$ 436,764	\$ 395,640
Net Revenues	\$ 860,176	\$ 810,238
Adjusted EBITDA Margin	50.8 %	48.8 %
Weighted average number of shares outstanding:		
Basic	283,855	282,624
Diluted	286,019	284,660
Earnings per share:		
Basic	\$ 0.15	\$ 0.11
Diluted	0.15	0.11
Adjusted earnings per share:		
Basic	\$ 0.60	\$ 0.49
Diluted	0.60	0.49

Non-GAAP Financial Measures

- a) Represents share-based compensation expense related to employees and Non-Employee Directors.
- b) Represents the write-off of unamortized debt issuance costs and discounts, as well as certain other costs incurred related to refinancing activity for the Term Loans, the Secured Notes and the Revolving Credit Facility.
- c) Represents the effects of (i) fluctuations in foreign currency exchange rates and (ii) non-cash mark-to-fair value of embedded derivatives relating to certain customer and supply contracts at Nordion.
- d) Represents (i) certain costs related to divestitures, acquisitions and the integration of acquisitions, (ii) professional fees and other costs associated with business optimization, cost saving and other process enhancement projects, and (iii) legal, consulting, and other fees associated with the secondary offerings and shareholder engagement.
- e) Represents litigation and other professional fees associated with our EO sterilization facilities.
- f) Represents (i) the cost to settle 97 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into in April 2025 and finalized in September 2025 and (ii) the cost to settle 129 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into in July 2025.
- g) Represents non-cash accretion of ARO related to Co-60 gamma and EO sterilization facilities, which are based on estimated site remediation costs for any future decommissioning of these facilities and are accreted over the life of the asset.
- h) Represents the income tax impact of adjustments calculated based on the tax rate applicable to each item. We eliminate the effect of tax rate changes as applied to tax assets and liabilities and unusual items from our presentation of adjusted net income.
- i) Includes depreciation of Co-60 held at gamma irradiation sites, and excludes accelerated depreciation associated with business optimization activities.
- j) Represents the difference between the income tax provision as determined under U.S. GAAP and the income tax benefit associated with pre-tax adjustments described in footnote (h).
- k) \$72.7 million and \$73.0 million of the adjustments for the nine months ended September 30, 2025 and 2024, respectively, are included in cost of revenues, primarily consisting of amortization of intangible assets, depreciation, and accretion of asset retirement obligations.

Non-GAAP Financial Measures

(unaudited)
(dollars in thousands)

	Year Ended December 31,					Nine Months Ended	Twelve Months Ended
	2020	2021	2022	2023	2024	September 30, 2025	September 30, 2025
<i>(in thousands of U.S. dollars)</i>							
GAAP Cash Flow Categories							
Net cash provided by (used in) operating activities	\$ 120,585	\$ 281,545	\$ 277,961	\$ (147,732)	\$ 224,164	\$ 184,091	\$ 239,808
Net cash used in investing activities	(158,694)	(159,833)	(181,896)	(214,906)	(178,996)	(84,445)	(150,315)
Net cash provided by (used in) financing activities	73,432	(117,286)	197,761	265,959	(50,564)	(92,359)	(98,907)
Effect of exchange rate changes on cash and cash equivalents	4,106	44	(4,456)	2,039	(17,393)	14,874	1,958
Net increase (decrease) in cash and cash equivalents, including restricted cash	\$ 39,429	\$ 4,470	\$ 289,370	\$ (94,640)	\$ (22,789)	\$ 22,161	\$ (7,456)
Free Cash Flow (Non-GAAP)							
Net cash provided by (used in) operating activities	120,585	281,545	277,961	(147,732)	224,164	184,091	239,808
Purchases of property, plant and equipment, net	(53,507)	(102,162)	(182,378)	(214,975)	(179,070)	(87,319)	(153,189)
Professional services relating to EO sterilization facilities ^(a)	36,671	45,656	72,639	45,312	32,694	37,515	47,852
EO litigation settlements ^(b)	—	—	—	407,712	35,000	30,943	30,943
Tax effect of EO litigation settlements and litigation costs ^(c)	(9,168)	(11,414)	(18,160)	(46,189)	(34,206)	(18,703)	(27,795)
Free Cash Flow	94,581	213,625	150,062	44,128	78,582	146,527	137,619
Free Cash Flow Conversion (Non-GAAP)							
Free Cash Flow	94,581	213,625	150,062	44,128	78,582	146,527	137,619
Adjusted EBITDA ^(d)	\$ 419,859	\$ 481,229	\$ 506,249	\$ 528,029	\$ 548,574	\$ 589,698	\$ 589,698
Free Cash Flow Conversion	23 %	44 %	30 %	8 %	14 %	25 %	23 %

(a) Represents litigation and other professional fees associated with our EO sterilization facilities.

(b) Represents (i) the cost to settle 880 pending and threatened EO claims in Illinois pursuant to Settlement Agreements entered into in January 2023 and finalized in March 2023; (ii) the cost to settle 79 pending EO claims in Georgia under a Settlement Term Sheet entered into in December 2023; (iii) the cost to settle 97 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into in April 2025 and finalized in September 2025 and (iv) the cost to settle 129 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into in July 2025.

(c) Represents the tax effects of the litigation and other professional fees associated with our EO sterilization facilities and the costs to settle the EO claims in Illinois and Georgia as noted in (a) and (b) above.

(d) This is a non-GAAP financial measure. Please refer to Non-GAAP Financial Measures provided in the Appendix.

Non-GAAP Financial Measures

(unaudited)
(dollars in thousands)

	As of September 30,	
	2023	2025
Current portion of long-term debt	\$ 5,235	13,964
Long-term debt less current portion	2,222,789	2,128,996
Current portion of finance leases	8,398	3,347
Finance leases less current portion	63,219	94,506
Total Debt	2,299,641	2,240,813
Less: cash and cash equivalents	(244,959)	(299,192)
Total Net Debt	\$ 2,054,682	\$ 1,941,621
Adjusted EBITDA⁽¹⁾	\$ 490,894	\$ 589,698
Net Leverage	4.2x	3.3x

(1) Represents Adjusted EBITDA for the twelve months ended September 30, 2023 and September 30, 2025, respectively. Refer to the reconciliations of Adjusted EBITDA to net income for additional detail.

Non-GAAP Financial Measure Definitions

- **Adjusted Net Income** is defined as net income (loss) before amortization and certain other adjustments that we do not consider in our evaluation of our ongoing operating performance from period to period.
- **Adjusted EBITDA** is defined as Adjusted Net Income before interest expense, depreciation (including depreciation of Co-60 used in our operations) and income tax provision applicable to Adjusted Net Income.
- **Adjusted EBITDA margin** is equal to Adjusted EBITDA divided by net revenues.
- **Adjusted EPS** is defined as Adjusted Net Income divided by the weighted average number of diluted shares outstanding.
- **Free Cash Flow** is defined as cash provided by operating activities minus capital expenditures and excludes the tax effected impact of EO litigation settlements and EO litigation defense costs.
- **Free Cash Flow Conversion** is Free Cash Flow divided by Adjusted EBITDA.
- **Net Debt** is equal to our total debt net of unamortized debt issuance costs and debt discounts, less cash and cash equivalents.
- **Net Leverage Ratio** is equal to Net Debt divided by Adjusted EBITDA.
- We calculate **constant currency (CC)** net revenues by translating prior year net revenues in local currency at the average exchange rates applicable for the current period. The translated results are then used to determine year-over-year percentage increases or decreases. We generally refer to such amounts calculated on a constant currency basis as excluding the impact of foreign currency exchange rates.