

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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.

1. Name and Address of Reporting Person* <u>WARBURG PINCUS & CO.</u> (Last) (First) (Middle) <u>450 LEXINGTON AVENUE</u> (Street) <u>NEW YORK NY 10017</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>12/03/2025</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) ☒ 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")	12/03/2025		S		9,720,000 ⁽¹⁾	D	\$16.33	34,102,952 ⁽²⁾	I	See Footnote ⁽³⁾ (4)(5)(6)

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		Date Exercisable	Expiration Date					

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

(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)

1. Name and Address of Reporting Person*

[Warburg Pincus Partners GP LLC](#)

(Last)	(First)	(Middle)
C/O WARBURG PINCUS LLC		
450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

1. On December 3, 2025, certain of the Warburg Pincus Entities (as defined below) sold a total of 9,720,000 shares of Common Stock of Sotera Health Company (the "Issuer") pursuant to Rule 144 under the Securities Act of 1933, as amended (the "Sale").

2. Following the Sale, consists of (i) 27,291,923 shares of Common Stock of the Issuer held by Bull Holdco L.P. ("Bull Holdco") and (ii) 6,811,029 shares of Common Stock of the Issuer held by Bull Co-Invest L.P., a Delaware limited partnership ("Bull Co-Invest").

3. Warburg Pincus XI, L.P., a Delaware limited partnership ("WP XI GP"), is the general partner of each of (i) Warburg Pincus Private Equity XI, L.P. ("WP XI"), (ii) Warburg Pincus Private Equity XI-B, L.P. ("WP XI-B"), (iii) WP XI Partners, L.P. ("WP XI Partners") and (iv) Warburg Pincus XI Partners, L.P. ("Warburg Pincus XI Partners"). WP Global LLC ("WP Global"), is the general partner of WP XI GP. 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 XI Cayman GP"), is the general partner of Warburg Pincus Private Equity XI-C, L.P. ("WP XI-C" and, together with WP XI, WP XI-B, WP XI Partners and Warburg Pincus XI Partners, the "WP XI Funds").

4. The WP XI Funds, Bull Co-Invest, Bull Holdco, WP Global, WPP II, WPP GP LLC, WP XI Cayman GP, WP XI-C LLC, WPP II Cayman, WP Bermuda GP, WP Bull Manager, WP LLC and WP are collectively referred to herein as the "Warburg Pincus Entities."

5. 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, Bull Co-Invest, Bull Holdco, WP Global, WPP II, WPP GP LLC, WP XI Cayman GP, WP XI-C LLC, WPP II Cayman, WP Bermuda GP, WP Bull Manager, WP LLC and WP 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.

6. Warburg Pincus XI-C, LLC ("WP XI-C LLC"), is the general partner of WP XI Cayman GP. Warburg Pincus Partners II (Cayman), L.P. ("WPP II Cayman"), is the managing member of WP XI-C LLC. Warburg Pincus (Bermuda) Private Equity GP Ltd. ("WP Bermuda GP"), 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 managing member of WP Bull Manager. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), is the manager of the WP XI Funds. The WP XI Funds share limited partnership ownership in Bull Holdco on a pro rata basis in accordance with their respective numbers of Contributed Shares.

Remarks:

Form 2 of 2. Two reports are filed that relate to the same transactions. See Form 1 of 2 for additional reporting entities.

See Exhibit 99.112/05/2025

** Signature of Reporting PersonDate

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.

List of Reporting Owners and Signature Page

The following entities are jointly reporting the transactions reflected on the Form 4.

The address for each reporting person is: c/o Warburg Pincus & Co., 450 Lexington Avenue, New York, New York 10017

Issuer Name and Ticker or Trading Symbol: Sotera Health Co [SHC]

WARBURG PINCUS & CO.

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti

Title: Partner

WARBURG PINCUS PRIVATE EQUITY XI, L.P.

By: Warburg Pincus XI, L.P., its general partner

By: WP Global LLC, its general partner

By: Warburg Pincus Partners II, L.P., its managing member

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti

Title: Partner

WP XI PARTNERS, L.P.

By: Warburg Pincus XI, L.P., its general partner

By: WP Global LLC, its general partner

By: Warburg Pincus Partners II, L.P., its managing member

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti

Title: Partner

WARBURG PINCUS XI PARTNERS, L.P.

By: Warburg Pincus XI, L.P., its general partner
By: WP Global LLC, its general partner
By: Warburg Pincus Partners II, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti
Title: Partner

WARBURG PINCUS PRIVATE EQUITY XI-B, L.P.

By: Warburg Pincus XI, L.P., its general partner
By: WP Global LLC, its general partner
By: Warburg Pincus Partners II, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti
Title: Partner

BULL CO-INVEST, L.P.

By: WP Bull Manager, LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti
Title: Partner

BULL HOLDCO, L.P.

By: WP Bull Holdco GP LLC, its general partner
By: Warburg Pincus Private Equity XI, L.P., its sole and managing member
By: Warburg Pincus XI, L.P., its general partner
By: WP Global LLC, its general partner
By: Warburg Pincus Partners II, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: By: Warburg Pincus & Co., its managing member

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti
Title: Partner

WARBURG PINCUS XI, L.P.

By: WP Global LLC, its general partner
By: Warburg Pincus Partners II, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti

Title: Partner

WP GLOBAL LLC

By: Warburg Pincus Partners II, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti

Title: Partner

WARBURG PINCUS PARTNERS II, L.P.

By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti

Title: Managing Director

WARBURG PINCUS PRIVATE EQUITY XI-C, L.P.

By: Warburg Pincus (Cayman) XI, L.P., its general partner
By: Warburg Pincus XI-C, LLC, its general partner
By: Warburg Pincus Partners II (Cayman), L.P., its managing member
By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti

Title: Authorised Signatory

WARBURG PINCUS (CAYMAN) XI, L.P.

By: Warburg Pincus XI-C, LLC, its general partner
By: Warburg Pincus Partners II (Cayman), L.P., its managing member
By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Harsha G. Marti

Date: 12/05/2025

** Signature of Reporting Person

Name: Harsha G. Marti

Title: Authorised Signatory

WARBURG PINCUS XI-C, LLC

By: Warburg Pincus Partners II (Cayman), L.P., its managing member
By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Harsha G. Marti Date: 12/05/2025
** Signature of Reporting Person

Name: Harsha G. Marti
Title: Authorised Signatory

WARBURG PINCUS PARTNERS II (CAYMAN), L.P.

By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Harsha G. Marti Date: 12/05/2025
** Signature of Reporting Person

Name: Harsha G. Marti
Title: Authorised Signatory

WARBURG PINCUS (BERMUDA) PRIVATE EQUITY GP LTD.

By: /s/ Harsha G. Marti Date: 12/05/2025
** Signature of Reporting Person

Name: Harsha G. Marti
Title: Authorized Signatory

WARBURG PINCUS LLC

By: /s/ Harsha G. Marti Date: 12/05/2025
** Signature of Reporting Person

Name: Harsha G. Marti
Title: Managing Director and General Counsel

WARBURG PINCUS PARTNERS GP, LLC

By: Warburg Pincus & Co., its managing member
By: /s/ Harsha G. Marti Date: 12/05/2025
** Signature of Reporting Person

Name: Harsha G. Marti
Title: Partner