

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 10017 (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) 03/04/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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")	03/04/2024		S		16,594,363 ⁽¹⁾	D	\$14.3075	88,822,952 ⁽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	(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 10017
 (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)

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 March 4, 2024, certain of the Warburg Pincus Entities (as defined below) sold a total of 16,594,363 shares of Common Stock of Sotera Health Company (the "Issuer") in an underwritten public

secondary offering (the "Offering").

2. Following the Offering, consists of (i) 71,083,263 shares of Common Stock of the Issuer held by Bull Holdco L.P. ("Bull Holdco") and (iii) 17,739,689 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. 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.

[See Exhibit 99.1](#)

[03/06/2024](#)

** 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).

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

Name of designated filer: **WARBURG PINCUS & CO.**

Other joint filers: Warburg Pincus Private Equity XI-C, L.P., Warburg Pincus (Cayman) XI, L.P., Warburg Pincus XI-C, LLC, Warburg Pincus Partners II (Cayman), L.P., Warburg Pincus (Bermuda) Private Equity GP Ltd., Warburg Pincus LLC, Warburg Pincus Partners GP LLC.

Address for each joint filer 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 03/06/2024
 ** Signature of Reporting Person Date
 Name: Harsha G. Marti
 Title: Partner

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 03/06/2024
 ** Signature of Reporting Person Date
 Name: Harsha G. Marti
 Title: Partner

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 03/06/2024
 ** Signature of Reporting Person Date
 Name: Harsha G. Marti
 Title: Partner

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 03/06/2024
 ** Signature of Reporting Person Date
 Name: Harsha G. Marti
 Title: Partner

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

By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner
 By: /s/ Harsha G. Marti 03/06/2024
 ** Signature of Reporting Person Date
 Name: Harsha G. Marti
 Title: Partner

WARBURG PINCUS (BERMUDA) PRIVATE EQUITY GP LTD.

By: /s/ Harsha G. Marti 03/06/2024

** Signature of Reporting Person Date

Name: Harsha G. Marti

Title: Partner

WARBURG PINCUS LLC

By: /s/ Harsha G. Marti 03/06/2024

** Signature of Reporting Person Date

Name: Harsha G. Marti

Title: Partner

WARBURG PINCUS PARTNERS GP, LLC

By: Warburg Pincus & Co., its managing member

By: /s/ Harsha G. Marti 03/06/2024

** Signature of Reporting Person Date

Name: Harsha G. Marti

Title: Partner
