

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>GTCR INVESTMENT XI LLC</u> (Last) (First) (Middle) 300 NORTH LASALLE STREET, SUITE 5600 (Street) CHICAGO IL 60654 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/20/2020	3. Issuer Name and Ticker or Trading Symbol <u>Sotera Health Co [SHC]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value per share ("Common Stock")	79,286,597 ⁽¹⁾	I	See Footnote ⁽²⁾⁽³⁾⁽⁴⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
GTCR INVESTMENT XI LLC
 (Last) (First) (Middle)
 300 NORTH LASALLE STREET, SUITE 5600
 (Street)
 CHICAGO IL 60654
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GTCR FUND XI/A LP
 (Last) (First) (Middle)
 300 NORTH LASALLE STREET, SUITE 5600
 (Street)
 CHICAGO IL 60654
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

GTCR FUND XI/C LP

(Last) (First) (Middle)
300 NORTH LASALLE STREET, SUITE 5600

(Street)
CHICAGO IL 60654

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GTCR CO-INVEST XI LP

(Last) (First) (Middle)
300 NORTH LASALLE STREET, SUITE 5600

(Street)
CHICAGO IL 60654

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GTCR PARTNERS XI/A&C LP

(Last) (First) (Middle)
300 NORTH LASALLE STREET, SUITE 5600

(Street)
CHICAGO IL 60654

(City) (State) (Zip)

Explanation of Responses:

1. Includes 79,286,597 shares of Common Stock received as a liquidating distribution from Sotera Health Topco Parent, L.P. ("Topco Parent").
2. Reflects 62,928,028 shares of Common Stock held directly by GTCR Fund XI/A LP, a Delaware limited partnership ("Fund XI/A"), 15,854,227 shares of Common Stock held directly by GTCR Fund XI/C LP, a Delaware limited partnership ("Fund XI/C"), and 504,342 shares of Common Stock held directly by GTCR Co-Invest XI LP, a Delaware limited partnership ("Co-Invest XI", and together, with Fund XI/A and Fund XI/C, the "GTCR XI Funds"). GTCR Partners XI/A&C LP ("Partners XI/A&C") is the general partner of each of Fund XI/A and Fund XI/C. GTCR Investment XI LLC ("Investment XI"), is the general partner of Co-Invest XI and Partners XI/A&C. Investment XI is managed by a board of managers (the "GTCR Board of Managers") consisting of Mark M. Anderson, Craig A. Bondy, Aaron D. Cohen, Sean L. Cunningham, Benjamin J. Daverman, David A. Donnini, Constantine S. Mihas and Collin E. Roche, and no single person has voting or dispositive authority over the shares of Common Stock.
3. (continued from footnote 2) Each of GTCR Partners XI/A&C, GTCR Investment XI and the GTCR Board of Managers may be deemed to share beneficial ownership of the shares of Common Stock held of record by the GTCR XI Funds, and each of the individual members of the GTCR Board of Managers disclaims beneficial ownership of the shares of Common Stock held of record by the GTCR XI Funds except to the extent of his pecuniary interest therein.
4. Each of the reporting persons is a director-by-deputization solely for purposes of Section 16 of the Exchange Act. Information with respect to each of the GTCR Entities is given solely by such GTCR Entity, and no GTCR Entity has responsibility for the accuracy or completeness of information supplied by another GTCR Entity.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Jeffrey Wright, as
Principal of GTCR
Investment XI LLC, the
general partner of GTCR
Partners XI/A&C LP, the
general partner of GTCR
FUND XI/A LP 11/20/2020

/s/ Jeffrey Wright, as
Principal of GTCR
Investment XI LLC, the
general partner of GTCR
Partners XI/A&C LP, the
general partner of GTCR
FUND XI/C LP 11/20/2020

/s/ Jeffrey Wright, as
Principal of GTCR
Investment XI LLC, the
general partner of GTCR
CO-INVEST XI LP 11/20/2020

/s/ Jeffrey Wright, as 11/20/2020

Principal of GTCR
Investment XI LLC, the
general partner of GTCR
PARTNERS XI/A&C LP

/s/ Jeffrey Wright, as
Principal of GTCR
INVESTMENT XI LLC

11/20/2020

** 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 5 (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.

November 19, 2020

POWER OF ATTORNEY

FOR SECTION 16 REPORTING OBLIGATIONS

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David Donnini, Sean Cunningham, Constantine Mihas and Jeffrey Wright, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding shares of common stock of Sotera Health Company, a Delaware corporation (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including the New York Stock Exchange, and including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the earlier of (i) the date on which the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company; and (ii) the revocation of this Power of Attorney by the undersigned in a signed writing delivered to each of such attorneys-in-fact. This Power of Attorney may be filed with the Commission as a conforming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

Signed and acknowledged:

GTCR CO-INVEST XI LP

By: GTCR Investment XI LLC
Its: General Partner

By: /s/ Constantine S. Mihas
Name: Constantine S. Mihas
Title: Principal

GTCR FUND XI/A LP

By: GTCR Partners XI/A&C LP
Its: General Partner

By: GTCR Investment XI LLC
Its: General Partner

By: /s/ Constantine S. Mihas
Name: Constantine S. Mihas
Title: Principal

GTCR FUND XI/C LP

By: GTCR Partners XI/A&C LP
Its: General Partner

By: GTCR Investment XI LLC
Its: General Partner

By: /s/ Constantine S. Mihas
Name: Constantine S. Mihas
Title: Principal

GTCR PARTNERS XI/A&C LP

By: GTCR Investment XI LLC
Its: General Partner

By: /s/ Constantine S. Mihas
Name: Constantine S. Mihas
Title: Principal

GTCR INVESTMENT XI LLC

By: /s/ Constantine S. Mihas
Name: Constantine S. Mihas
Title: Principal
