Sotera Health

Supplier Code of Business Ethics and Conduct

Living Our Company Values Every Day



This Supplier Code of Ethics is intended to supplement and not to replace existing Sterigenics, Nordion or Nelson Laboratories Policies and Procedures.

A Message from Alton Shader, CEO

Sotera Health, together with its affiliates and business units including Sterigenics, Nordion, and Nelson Labs (collectively, the "Company" or "Sotera Health"), is committed to meeting the highest of ethical standards. These standards are based on our Company Values of Safety, Customer Focus, People, Integrity, and Excellence.

Our suppliers play an important role in helping us to achieve these standards. We have created this Supplier Code of Business Ethics and Conduct ("Supplier Code" or "Code") to set forth the standards and practices that our suppliers are required to meet, which we will use to evaluate and assess supplier performance on a regular basis. To learn more about the overarching values and principles we expect our people to adopt while working at Sotera Health, please refer to our Global Code of Conduct available on the Sotera Health website.

Our Company has chosen to do business with you as our supplier because of our shared commitment to ethical conduct. While these standards and practices are not an exhaustive list, we expect you, as a supplier to Sotera Health, to uphold these standards. We also expect you, in turn, to apply these standards to your own suppliers and subcontractors who support your work for the Company. Violation of this Code will, at a minimum, result in a review of our business relationship and could lead to termination of that relationship.

The Supplier Code does not replace applicable law. The Company expects its suppliers and third parties to operate in compliance with all applicable laws, rules and regulations in addition to the standards contained in this Supplier Code.

Thank you for your commitment to working with us to achieve these important standards. If you have any questions about this Code, please contact us at Suppliercode@soterahealth.com.

Sincerely,



Alton Shader
CEO

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1. Our Company Vision, Values and Expectations

At Sotera Health, our vision is to be the leading provider of mission-critical solutions to improve global health. We believe a strong relationship with our suppliers is important to ensure our Company's success. We are committed to operating with the highest level of ethical standards, delivering on our promises and protecting our assets and reputation in a rapidly changing global environment. We expect and trust our suppliers to demonstrate this same commitment in everything they do. Maintaining this trust is critical to fulfilling our Company's vision and requires each of us to act consistent with our Company Values of Safety, Customer Focus, People, Integrity, and Excellence.

This Supplier Code of Business Ethics and Conduct (this "Code") was created to communicate our expectations to our suppliers for how they do business with or on behalf of the Company, or to the extent supplier business practices otherwise could impact the Company. This Code applies to any company or individual who supplies goods or services to Sotera Health, in addition to our supplier's suppliers and subcontractors. It is not exhaustive. Suppliers are required to use good judgment, consistent with Company contractual standards and applicable laws, to ensure compliance with unaddressed topics. In certain instances, the Company may also require the supplier and its personnel to acknowledge and abide by the Company's Global Code of Conduct. For additional information regarding our requirements, refer to our Global Code of Conduct available on our Company's internet site.

2. Anti-Bribery, Gifts and Gratuities

2.1 Bribery and Corruption

Suppliers must never directly or indirectly solicit, receive or offer any form of bribe, kickback or other unlawful or improper payment to or from any person or organization, including but not limited to government agencies, government officials, companies or personnel at those companies. No intermediaries used by suppliers, such as agents, representatives, advisors, distributors, freight forwarders or any other business partners, shall be used to commit acts of bribery or corruption. Suppliers must comply with all applicable anti-bribery and anti-corruption laws and regulations that govern operations in the countries in which they do business, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and Canada's Corruption of Foreign Public Officials Act.

2.2 Facilitating Payments

No facilitating payments shall be made by suppliers either directly or indirectly, regardless of whether or not local law or custom permits them. "Facilitating Payments" (also known as "greasing payments") are payments made to an individual (including a government official), to obtain or expedite performance of an action. This includes payments to an individual intended to expedite or secure performance of routine governmental actions, even in locations where such action may not violate local law. Facilitating Payments do

not include payments made to a government entity directly in order to expedite official services as provided by local law, such as a payment made for express service to issue a passport, which service is available to all customers.

2.3 Gifts, Hosting and Entertainment

Sotera Health competes on the merits of its products and services and discourages the soliciting, offering or receiving of gifts with our suppliers. Suppliers shall not offer to or receive or solicit gifts from a Company employee or third party, in order to obtain or retain business, gain an advantage or to influence a decision with the Company. Gifts may include anything of value, such as cash, loans, prizes, tickets, gift certificates, promotional items, free or reduced-price admission to events, etc.

With the exception of hosting and entertainment with government officials and representatives of state-owned enterprises ("SOE") where specific laws and policies may apply (see below), appropriate business hosting and entertainment (e.g., business reception, meal, sporting or theatrical event) with our suppliers, current or prospective, is generally acceptable when clearly intended to strengthen business relationships and facilitate business goals. Suppliers must not offer or participate in hosting or entertainment activities that may be or may appear to be improper or inappropriate. Any hosting or entertainment must be moderate, reasonable and in good taste and not otherwise prohibited by law or either company's policies. Lavish meals or inappropriate entertainment should always be avoided. During these events, topics of a business nature must be discussed and the supplier representative(s) must be present.

All Sotera Health suppliers are responsible for ensuring that they comply with all applicable laws and regulations relating to any gifts, hosting or entertainment.

Gifting, hosting or entertainment with a supplier that is a government organization, government agency or SOE (or with a supplier that may interact with such government or SOE officials or representatives on behalf of the Company) carries increased compliance risks. These courtesies are usually subject to additional restrictions in accordance with policies and local laws. **It is imperative that our suppliers ensure that any gifts, entertainment or hosting of any value that may be provided in connection with any work performed for our Company is in compliance with applicable policies and local law, and that this compliance is confirmed in advance with our Company management.**

2.4 Political Contributions and Lobbying

If a supplier makes a political contribution or engages in lobbying activities, it must comply with all applicable laws, regulations and industry codes and standards. Suppliers may not make political contributions with the expectation of direct or immediate benefits for the supplier or the Company. Unless otherwise agreed to in writing with the Company, a supplier may not directly or indirectly engage in any lobbying activities on behalf of the Company.

3. Business Integrity and Fair Competition

3.1 Accurate Proposals and Invoices

Suppliers preparing proposals, bids or other materials to support contract negotiations for Sotera Health and its clients must ensure that all statements and representations are accurate and truthful. Suppliers are also required to maintain accurate books and records, including financial records, and submit accurate invoices. Any errors must be promptly corrected. Suppliers must provide the Company with reasonable access to relevant business records and employees to confirm same.

3.2 Company Property

Suppliers shall protect Company assets in its use or possession and shall only use such Company assets for the legitimate business purposes of the Company.

3.3 Procurement Integrity

Suppliers shall comply with all aspects of applicable procurement laws and regulations. For example, suppliers shall comply with the U.S. Procurement Integrity Act[1] when performing work in connection with a procurement by the U.S. federal government. The U.S. Procurement Integrity Act generally prohibits: knowingly obtaining bid, proposal, or source selection information related to a current or future U.S. federal government procurement; disclosing bid, proposal, or source selection information to which one has received access in the course of providing support or advice to a U.S. federal government agency; or engaging in employment discussions with or providing compensation to certain former U.S. government procurement or contract officials.

3.4 Conflicts of Interest

Suppliers shall avoid all conflicts of interest or situations that give the appearance of a potential conflict of interest in their dealings with the Company, such as situations in which the supplier has access to non-public information about a procurement opportunity that would give it an unfair competitive advantage, will be performing work that requires it to review its own work on another project or contract, has a business or family relationship with a Company employee that has not been disclosed to Company management, or where its objectivity will be otherwise impaired.

3.5 Competition and Fair Trading Laws

Suppliers must comply with all antitrust, competition and fair trading laws wherever they do business. This includes avoiding entering into agreements that unlawfully restrain competition, improperly exchanging competitive information, price fixing, bid rigging, or improper market allocation.

[1] 41 U.S.C. §§ 2101-2107.

3.6 Export Laws

Suppliers who conduct work on behalf of the Company across national borders must understand and comply with all applicable export laws and regulations. As a U.S.-owned company, Sotera Health expects its suppliers to source materials or services only from countries or persons with whom U.S. persons can do business. Sotera Health operates in many other countries as well, and expects its suppliers also to meet the requirements of the laws where the Company's operations are located, in addition to U.S. laws. If a supplier requires more information regarding these requirements, please connect with your Company contact.

4. Respect for the Individual

Suppliers are required to follow all general workplace standards, including health and safety, environmental and labor standards. This commitment establishes and ensures a safe working environment for all employees.

4.1 Fair Treatment and Harassment

Workers have a right to be treated fairly and to be in a workplace free of harassment. Suppliers must treat people with dignity and protect human rights as described in the United Nations Universal Declaration of Human Rights. Suppliers must not tolerate any form of harassment, including but not limited to physical, verbal, psychological and sexual harassment, physical violence or threats, harsh or inhumane treatment, corporal punishment, mental coercion, verbal abuse or sexual abuse.

4.2 Non-Discrimination

Suppliers must provide a workplace free of unlawful discrimination. Discrimination for reasons such as race, color, religion, creed, age, sex, gender, gender identity or expression, sexual orientation, nationality, social or ethnic origin, family status, marital status, pregnancy, disability, political affiliation or union membership is prohibited to the fullest extent of applicable law.

4.3 Human Trafficking and Involuntary Labor

The Company expects its suppliers to respect human rights. Human trafficking in any form is strictly prohibited by the Company, as well as by the U.S. Government, the Canadian government, the U.K. Government, and the European Union. Workers must be free to terminate their employment with reasonable notice. Suppliers may not use forced, bonded, compulsory, indentured, or involuntary labor; procure commercial sex acts; deny access to identity or immigration documents; charge recruitment fees to employees; charge excessive "deposits" for tools, training, or personal protective equipment necessary for employees to carry out their jobs safely; use misleading or fraudulent recruitment practices; violate the labor laws of the country in which recruiting or the work takes place; provide housing that does not comply with the housing standards of the

country in which the work occurs; or fail to provide required work documents. Action will be taken against suppliers that violate this policy, including, but not limited to, termination of the supplier agreement.

Suppliers and their employees have a duty to report human trafficking violations using any appropriate disclosure channel, including but not limited to Sotera Health's Global Ethics Line (see contact information in Appendix A of this Code), and for supply related to U.S. government procurements, the U.S. Government's Global Human Trafficking Hotline (844-888-FREE, help@befree.org). Suppliers are obligated to become aware of and comply with all applicable laws and directives on this subject in the jurisdictions in which they operate, including U.S. government anti-trafficking regulations[2] (where supply is related to a U.S. Government procurement), the U.K. Modern Slavery Act 2015[3] and the European Union's Directive on Trafficking in Human Beings.[4]

4.4 Child Labor and Young Workers

Suppliers may not use child labor. Suppliers may not employ children below the local legal minimum working age. The employment of young workers who have reached the legal minimum working age, but who are below the age of 18, must only occur in non-hazardous work. Suppliers may participate in legitimate workplace apprenticeship programs that comply with applicable laws and regulations. To ensure compliance, suppliers must keep a record of its employees' ages.

4.5 Wages, Benefits and Working Hours

Suppliers must pay workers in accordance with all applicable wage and hour laws and regulations, including minimum wages, overtime hours and mandated benefits. Suppliers must communicate in a timely manner with workers regarding the basis upon which they will be paid. Suppliers must also communicate with the worker whether overtime is required and the wages to be paid for such overtime.

4.6 Freedom of Association

Suppliers must respect the rights of workers, as set forth in local laws and regulations, to freely join or not join labor unions, seek representation and join workers' councils. Workers must be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.

4.7 Health and Safety Standards

Suppliers must comply with all applicable health and safety laws, provide a safe, healthy working environment and take the necessary precautions to protect workers and visitors

[2] Federal Acquisition Regulation 52.222-50.
[3] See http://www.legislation.gov.uk/ukpga/2015/30/contents/enacted for more information about the Modern Slavery Act 2015.
[4] Directive 2011/36/EU.

from workplace injuries, on-site accidents and occupational disease. Suppliers must have systems and processes in place to protect workers from exposure to chemical, biological and physical hazards (including physically demanding tasks) in the workplace and in company-provided living quarters. To help ensure safety, suppliers must provide employees with the necessary training and protective equipment. Suppliers must maintain records documenting workplace injuries and health and safety trainings. Suppliers must continually assess safety in performing work or providing goods to the Company, to support fully the Company's safe operation of its facilities, the integrity of Company services and the safety of Company products.

4.8 Emergency Preparedness

Suppliers must develop and distribute appropriate emergency plans across their facilities, and must develop appropriate business continuity plans.

4.9 Drug-Free Workplace

Suppliers must maintain a workplace free from the illegal use, sale or distribution of controlled substances.

4.10 Use of Social Media

Suppliers must not use social media in a disrespectful or unprofessional manner, such as by posting content that relates to the Company, its business, its clients, its business partners or its employees that is abusive, malicious, obscene, threatening or intimidating, or that contains derogatory statements based on ethnic, religious, gender or other protected status.

5. Quality

Our Company operates in highly regulated sectors and has rigorous quality standards which we require our suppliers to follow. This ensures our services and products not only meet all of the regulatory requirements, but also our own Company standards.

6. Data Privacy; Confidential and Proprietary Information

Suppliers must protect personal privacy and comply with applicable privacy and data protection laws to ensure that Company, worker and any applicable third-party privacy, data and intellectual property rights are protected. Suppliers must implement appropriate data privacy and security measures in processing personal information of individuals. Suppliers must ensure they have adequate procedures and safeguards in regards to cross-border transmissions of data.

Suppliers must secure the Company's confidential and proprietary information and data, including its intellectual property, against unauthorized or unlawful loss, destruction, alteration, disclosure, use or access. Suppliers must not use Company names or

trademarks or state that the Company endorses any activity or product without the prior written consent of the Company.

7. Environment

We expect our suppliers to conserve natural resources, protect the environment, manage environmental risks, improve social responsibility and develop sustainability programs.

At a minimum, the Company expects its suppliers to comply with all applicable environmental laws and regulations, including those pertaining to waste management, recycling and emissions. Suppliers must also obtain and comply with the terms of all required environmental permits, licenses and information registrations.

To promote a sustainable environment, suppliers should also strive to reduce their resource consumption and use, including implementing improvement plans for waste reduction, recycling and energy conservation policies.

8. Animal Welfare

Our Company expects our suppliers to conduct research and testing on animals only where necessary and reasonably justified on the basis of scientific, regulatory or commercial considerations. When such is required, suppliers must ensure that the animals are treated humanely, with efforts to minimize harm to the animals. Suppliers must comply with all business conduct, industry, regulatory, and health and safety guidelines or regulations established by the Company, applicable governmental authorities or industry associations. Suppliers must also obtain and comply with the terms of all required permits and licenses governing animal welfare.

9. Subcontractors

Our Company must be informed of all subcontractors engaged by suppliers to provide goods or services to the Company. Suppliers are required to ensure their subcontractors receive this Code and abide by its standards.

10. Identification of Concerns

All of suppliers' workers should be encouraged to report concerns or illegal activities in the workplace, without threat of reprisal, intimidation or harassment. Suppliers must investigate and take corrective action if needed.

11. Management Systems

11.1 Commitment and Risk Management

Suppliers must demonstrate a commitment to the standards described in this document by allocating appropriate resources to complying with them. Suppliers must have mechanisms to determine and manage risks in all areas addressed in this document and

must maintain records to demonstrate their compliance. Suppliers must ensure their employees take any necessary training to comply with this Code.

11.2 Legal and Customer Requirements

Suppliers must identify and comply with all applicable laws, regulations, standards and contract requirements in connection with their work for the Company.

12. Compliance Monitoring and Breach of Standards

The Company may verify the compliance of its suppliers, as well as suppliers' suppliers and subcontractors, with this Code through a supplier self-evaluation, site visit, and/or audit by the Company or an agent of the Company. If permission to conduct a site visit or audit is denied, the Company may terminate the supplier and its agreement with the Company.

Compliance with the standards set forth in this Code is among the criteria that are taken into consideration in the Company's supplier selection process. Suppliers must promptly report to the Company any known breach of this Code. Sotera Health reserves the right to terminate the business relationship with the supplier for its failure (or failure by its suppliers or subcontractors) to comply with these standards or with applicable laws, regulations or contract requirements, which also may give rise to other liability of supplier. The Company does not tolerate retaliation of any kind from a supplier against individuals who, in good faith, raise questions, report concerns or participate in investigations of suspected unethical conduct.

If a supplier is seeking advice on or knows of, or suspects, any violation of this Code, the supplier should either speak to their contact person on our supply chain management team, contact us at Suppliercode@soterahealth.com or report the concern through the Sotera Health Global Ethics Line or other contact resources listed in Appendix A.

Conclusion and Acknowledgement

This Sotera Health Supplier Code of Business Ethics and Conduct is not intended to conflict with any existing purchase order or contract and does not replace applicable law.

By signing below, the supplier acknowledges that it understands and agrees to comply with this Code. Any violations of this Code may be cause for the termination of the supplier's relationship with Sotera Health. Upon request by the Company, suppliers will re-certify that they understand and agree to comply with this Code.

_____

Authorized Representative – Printed Name and Position/Title

_____

Signature

_____

Supplier Name

_____

Date

Appendix A – Reporting a Concern

1. Global Ethics Line – International Contact Information

The Global Ethics Line is available 24 hours a day, 7 days a week to our suppliers worldwide. The Global Ethics Line may be reached toll-free at the numbers below, or you may access the website at www.soterahealth.ethicspoint.com. To find the AT&T Business Access Code for your location, please go to www.soterahealth.ethicspoint.com or www.business.att.com/bt/access. The Global Ethics Line is operated by a third-party service provider, NAVEX Global, Inc. Services are provided in the local language.

Global Ethics Line:

Country	Phone Number
Belgium	AT&T Access Code + 866-831-2542
Brazil	0800-892-0784
Canada	1-888-288-1841
China	4006009322
Costa Rica	AT&T Access Code + 866-831-2542
Denmark	AT&T Access Code + 866-831-2542
France	0800-91-8997
Germany	AT&T Access Code + 866-831-2542
Hong Kong	AT&T Access Code + 866-831-2542
Italy	800-792621
Mexico	001-844-372-9087
Thailand	1800-011-615
United Kingdom	0808-234-2692
United States	1-888-288-1841

2. Sotera Health Supply Chain Contact

(i) Your Sotera Health supply chain representative, or

(ii) By email: Suppliercode@soterahealth.com

3. Sotera Health Ethics Representatives

General Counsel – Direct line: +1.440.262.1441

Chief Human Resources Officer – Direct line: +1.440.262.1411

By email: Ethics@soterahealth.com

4. Sotera Health Legal Department

By email: Legal@soterahealth.com



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