

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>DIMITRIEF ALEXANDER</u> (Last) (First) (Middle) 9100 SOUTH HILLS BLVD, SUITE 300 (Street) BROADVIEW OH 44147 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, General Counsel and Sec.</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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		A		51,405 ⁽¹⁾	A	\$0	286,883 ⁽²⁾	D	

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	Title	Amount or Number of Shares				
Stock Options	\$14.59	03/04/2024		A		102,095		(3)	03/04/2034	Common Stock	102,095	\$0	102,095 ⁽³⁾	D	
Stock Options ⁽⁴⁾	\$6.37							(5)	11/07/2032	Common Stock	602,387		602,387	D	

Explanation of Responses:

- These securities consist of Restricted Stock Units ("RSUs") that were granted on March 4, 2024, pursuant to the terms of an RSU agreement under the Sotera Health Company 2020 Omnibus Incentive Plan ("2020 Incentive Plan"). Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions. The RSUs vest annually in three equal installments commencing March 2, 2025.
- These securities consist of 51,405 RSUs, 117,739 shares of Common Stock that have vested and 117,739 shares of Common Stock that will vest on October 31, 2024, subject to the Reporting Person's continued service through such date.
- These options were granted on March 4, 2024, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest annually in three equal installments commencing March 2, 2025, subject to vesting conditions.
- No transaction is being reported on this line. Reported on a previously filed Form 4.
- These options were granted on November 7, 2022, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest in two equal installments on each of October 31, 2023 and October 31, 2024, subject to the Reporting Person's continued service through each such date.

Remarks:

The Power of Attorney for Mr. Dimitrief is filed as an exhibit to the Form 3 filed on November 8, 2022, which is hereby incorporated by reference.

Matthew J. Klaben, Attorney-in-Fact 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.