

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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>Petras Michael B. Jr.</u> (Last) (First) (Middle) C/O SOTERA HEALTH COMPANY 9100 SOUTH HILLS BLVD, SUITE 300 (Street) BROADVIEW OH 44147 HEIGHTS (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) Chairman & CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 09/10/2024 | |
| 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") | 09/10/2024 | | G | | 200,000 ⁽¹⁾ | D | \$0 | 5,253,580 | I | By Grantor Trust |
| Common Stock, \$0.01 par value per share ("Common Stock") | | | | | | | | 699,749 ⁽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 | | | | | |
| Stock Options ⁽³⁾ | \$14.59 | | | | | | | (4) | 03/04/2034 | Common Stock | 544,509 | 544,509 | D | |
| Stock Options ⁽³⁾ | \$17.59 | | | | | | | (5) | 03/06/2023 | Common Stock | 404,094 | 404,094 | D | |
| Stock Options ⁽³⁾ | \$6.37 | | | | | | | (6) | 11/07/2032 | Common Stock | 2,108,356 | 2,108,356 | D | |
| Stock Options ⁽³⁾ | \$20.03 | | | | | | | (7) | 03/02/2032 | Common Stock | 478,932 | 478,932 | D | |
| Stock Options ⁽³⁾ | \$23 | | | | | | | (8) | 11/20/2030 | Common Stock | 1,118,012 | 1,118,012 | D | |

Explanation of Responses:

- Represents a gift of issuer securities by the reporting person to a charitable foundation. The recipient of the gifted securities has executed a lock-up agreement equivalent to the lock-up agreement entered into with respect to the September 6, 2024 registered stock offering.
- These securities consist of 543,910 RSUs and 155,839 shares of Common Stock.
- No transaction is being reported on this line. Reported on a previously filed Form 4.
- These options were granted on March 4, 2024, pursuant to the terms of a stock option agreement under the Sotera Health Company 2020 Omnibus Incentive Plan ("2020 Incentive Plan"). The options vest annually in three equal installments commencing March 2, 2025, subject to vesting conditions.
- These options were granted on March 6, 2023, 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, 2024, subject to vesting conditions.
- 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 three installments, as follows: 30%, 30%, and 40% of the options vest on each of the 12-month, 18-month, and 24-month anniversaries, respectively, of the date of grant, subject to the Reporting Person's continued service through each such date.
- These options were granted on March 2, 2022, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest in three equal installments on each of the first three anniversaries of the date of grant, subject to vesting conditions.
- These options were granted on November 20, 2020, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest in four equal installments on each of the first four anniversaries of the date of grant, subject to vesting conditions.

Remarks:

Exhibit 24.1 - Power of Attorney

Gregory S. Harvey, Attorney-in-Fact 09/12/2024

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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Alexander Dimitrief, Erika Ostrowski and Gregory S. Harvey acting singly and with full power of substitution or revocation, the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(i) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, director nominee, officer or beneficial owner of ordinary shares of Sotera Health Company, a Delaware corporation (the "Company"), any Schedule 13D or Schedule 13G, and any amendments, supplements or exhibits thereto (including any joint filing agreements) required to be filed by the undersigned under Section 13 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "Exchange Act"), and any Forms 3, 4, and 5 and any amendments, supplements or exhibits thereto required to be filed by the undersigned under Section 16(a) of the Exchange Act;

(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 schedules or forms and timely file such forms with the United States Securities and Exchange Commission and any applicable stock exchange; and

(iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-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 attorneys-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 attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The undersigned hereby grants to such attorneys-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 attorneys-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, or any liability for the failure to comply with, Section 13 and/or Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 13 or Section 16 of the Exchange Act with respect to the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of September 2024.

By: /s/ Michael B. Petras, Jr.

Name: Michael B. Petras, Jr.

Title: Chairman & CEO,

Sotera Health Company

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